



**β betaglass**  
RC 13215

**20** | Annual Report  
**23** | and Audited  
Financial **Statements**



# **beta**glas

MEMBER OF FRIGOGGLASS GROUP

GUINEA PLANT





RC 13215

**Contents****Page**

<b>1.</b>	Beta Glass PLC @ 50... Profitable Growth & Focus on Innovation and Sustainability	3
<b>2.</b>	Financial Highlights	4
<b>3.</b>	Five-Year Financial Summary	5
<b>4.</b>	Strong Growth, delivering value to shareholders	6
<b>5.</b>	Company Snapshot	7
<b>6.</b>	Notice of Annual General Meeting	8
<b>7.</b>	Directors and other Corporate Information	10
<b>8.</b>	Tribute to Otunba Abimbola Ogunbanjo, OFR	11
<b>9.</b>	CEO's Report	12
<b>10.</b>	Board of Directors	17
<b>11.</b>	Profile of Directors	18
<b>12.</b>	Directors' Report	20
<b>13.</b>	Corporate Governance Report	22
<b>14.</b>	Sustainability Report	33
<b>15.</b>	Circular to Shareholders	35
<b>16.</b>	Statement of corporate responsibility for the financial statements	36
<b>17.</b>	Statement of Directors' Responsibilities in relation to the preparation of financial statements	37
<b>18.</b>	Report of the Statutory Audit Committee	38
<b>19.</b>	Independent Auditors' Report	39
<b>20.</b>	Statement of Profit or Loss and other Comprehensive Income	44
<b>21.</b>	Statement of Financial Position	45
<b>22.</b>	Statement of Changes in Equity	46
<b>23.</b>	Statement of Cash Flows	47
<b>24.</b>	Notes to the Audited Financial Statements	48
<b>25.</b>	Other National Disclosures	97
<b>26.</b>	Value Added Statement	98
<b>27.</b>	Five-Year Financial Summary	99
<b>28.</b>	Contact Information	100
<b>29.</b>	Proxy Form / Admission Form	101
<b>30.</b>	Electronic Delivery Mandate Form	103
<b>31.</b>	E-Dividend Mandate Activation Form	104

# Inspection Machine





RC 13215

## Beta Glass PLC @ 50... Profitable Growth & Focus on Innovation and Sustainability

Beta Glass, in 2024 completes 50 wonderful years of contribution to Nigeria and its neighboring markets. Proud to be celebrating its Golden Jubilee year - providing sustainable rigid packaging solutions, focusing on Environmental, Social and Governance (ESG) profile, enhancing its environmental performance; increasing recycling; actively communicating and advocating for glass packaging. Beta Glass emphasizes strongly on organizational focus, steering performance, culture, and engagement of its people, developing talent; strengthening diversity and inclusion in the workplace; and entrenching flexibility to service customer needs and preferences.

Beta Glass continues to be the flagship Glass manufacturer in West Africa - most reliable and 'customer -choice' Supplier of container glass bottles in the Region. Beta Glass is a member of Frigoglass Group, an internationally recognized group as a strategic partner to global beverage companies. With its 2 best in class manufacturing facilities in Agbara, Ogun State & Ughelli, Delta State and 3 Furnaces - ability to service Pan Nigeria (and beyond) to a bouquet of customers and their varied needs, remaining the container partner of choice because of its unique innovation and branding capabilities, its regional footprint and its expertise in manufacturing know-how and technological capabilities.



Beta Glass has two glass plants and three furnaces with capacity to produce more than 700 tons of glass containers per day with capacity to produce the three major colors of flint, green and amber. The company is the only major and strategic glass manufacturer in this region which can simultaneously supply the principal three colors (Flint, Amber, and Green bottles), in different shapes and sizes. The company focuses on being responsive, swift, diverse, wide ranging, inclusive, and accomplishment - focused business, driving growth, asset-enhancement, cost effective growth and powered by technological & process prioritization and value amplification for its investors.

### CUSTOMERS

In the West Africa region, Beta Glass has the leading position in the glass container segment of the rigid packaging. The Company's Major customers consist mainly of the leading global food and beverage companies, including Coca-Cola, Heineken, Diageo, Anheuser-Busch InBev (ABI), and the leading domestic Customers in - Wine & Spirits, Pharmaceutical & Cosmetics, Food Categories. Beta Glass Operates directly with its customer based on periodic agreements, which assists the company in scheduling its production and maintain reasonable inventory levels focusing on timely delivery and servicing.

### ENERGY

Beta Glass' operations require a continuous supply of significant amounts of energy, principally natural gas, Liquefied natural gas, Electricity Grid power and Diesel. The company strives to ensure uninterrupted supplies of energy with Energy balancing and continuously exploring options which are cost effective and seamless for supporting the operations are generally available at the Company's manufacturing locations. Energy costs generally constitute between 20% - 25% of the Net Total Sales, the recent increases are driven by the steep devaluation of the Naira during the period. The Glass industry being an energy intensive operation, the focus is to have incessant availability at cost effective levels.

With an extensive array of glass containers in terms of sizes, shapes, dimensions & features we spare no efforts in serving the customers by significantly enhancing the customer experience, remaining alert to the preferences and technological needs of the customers and market movements, newer product development and encourage glass as the most sustainable packaging. We continue to supply an extensive customer base in the business of soft drinks, beer, wine & spirit, cosmetics, food and pharmaceutical market segments.

### GLASS RECYCLING

Beta Glass is a key contributor to recycling efforts in the Region and is an extensive user of recycled glass. The process has the capability to make glass containers containing a high proportion of recycled glass, depending on the availability and continuous flow of recycled glass. Recycled glass utilization in the manufacturing process reduces CO2 emissions, reduces energy consumption and cost, and positively impacts the operating life and efficiency of the Furnaces. The Company pro-actively engages with other entities in the value chain to improve the effectiveness of recycling efforts and the availability of recycled glass.

### CONCLUSION

Beta Glass' proximity to its customers, and regular investment in modern technology as well as improvement in the processes provides a platform to top quality products for the customers and the final consumers. We invest in the continuously evolving technological advancements, ushering in updated knowhow into the Nigerian / West African market. Being a leading player in the rigid packaging market, we emphasize on ESG (Environment, Social Governance), enhancing the environmental matters, and strengthening recycling, actively positioning glass packaging.

It needs no emphasis in this passionately health mindful market, glass emerges as the most dependable packaging due to its nature-based ingredients, which are considered neutral and trustworthy. Where personal tastes and fondness are critical, glass is the most preferred packaging with its pure elements delivering the contents 'as is'. Glass which is has no smell nor flavor ensures the contents to be exactly the way the customers meant it to be. The positives around the health matters being widely debated and accepted by the consumers across all geographies and markets, makes glass take a pole position as a packaging solution. Glass is pure and adapts very well and offers the most sustainable and healthy packaging solutions for all categories of customers and products. Glass containers are very pure and safe to use, helps preserve and are easy to clean and re-use multiple times.



RC 13215

betaglass Plc Annual Report 2023

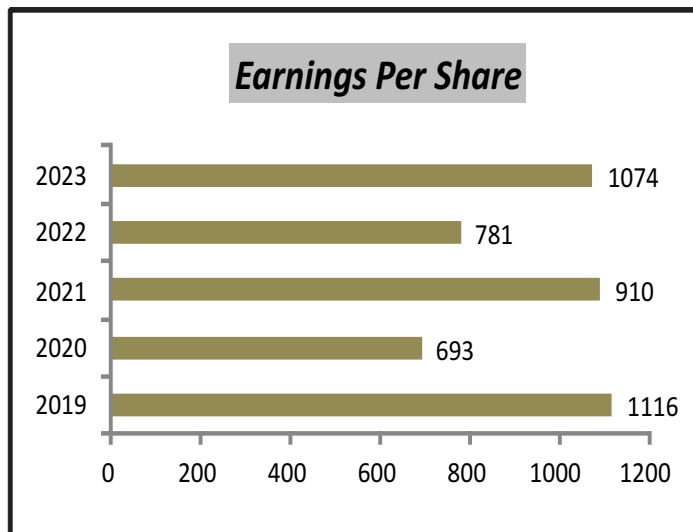
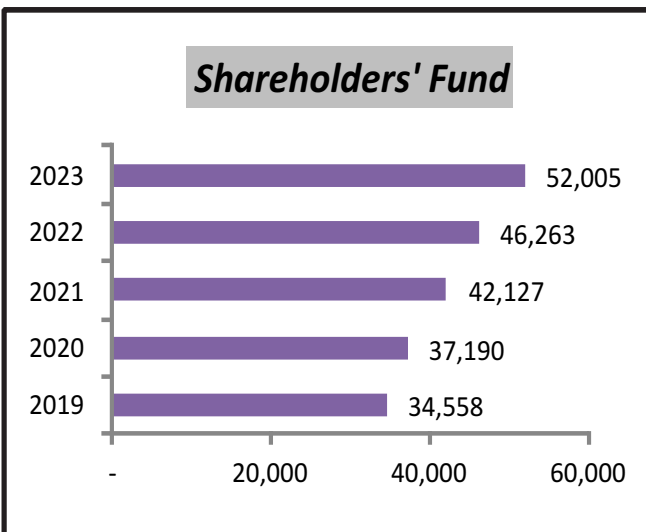
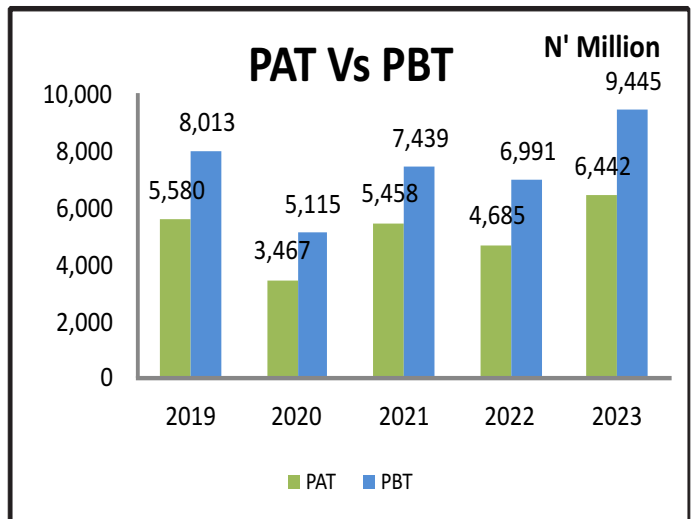
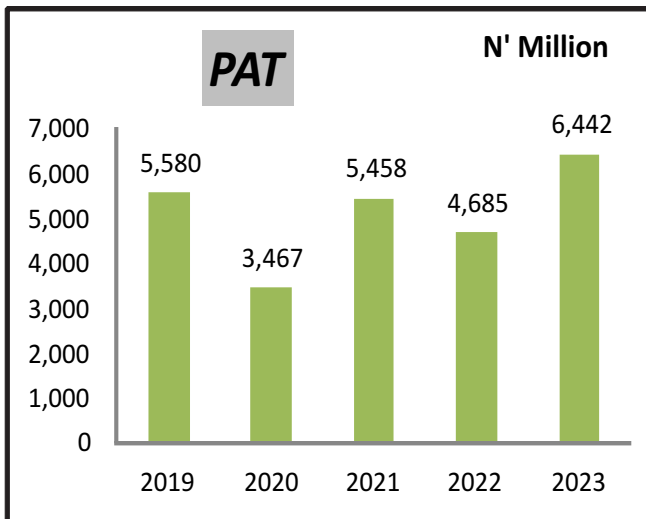
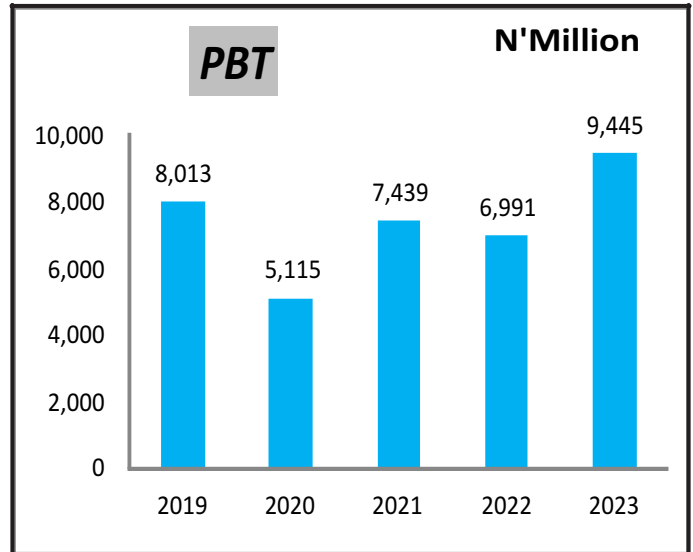
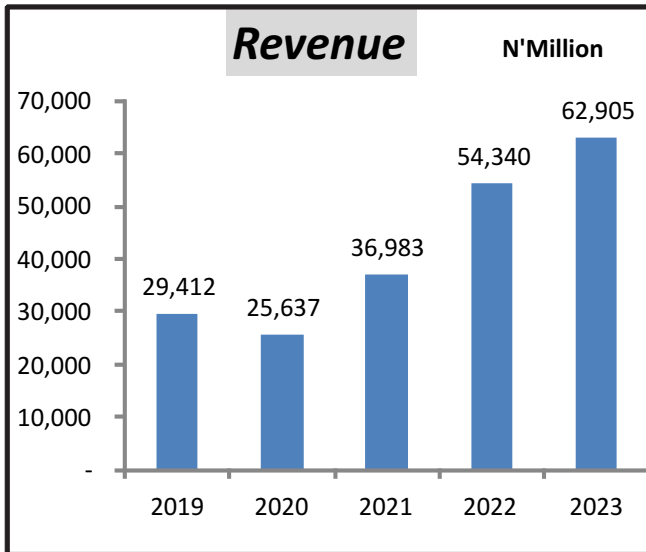
**(Financial Highlights)****Results at a glance**

	<b>2023</b> <b>N'000</b>	<b>2022</b> <b>N'000</b>	<b>Increase/ (Decrease)</b> <b>%</b>
<b>Major Statement of Financial Position items</b>			
Issued Share capital	299,983	299,983	-
Share premium	312,847	312,847	-
Other reserve	2,429,942	2,429,942	-
Retained Earnings	48,962,234	43,220,578	13
Shareholders' funds	52,005,006	46,263,350	12
Total assets	106,851,898	75,944,552	41
<b>Major Profit or Loss Account items</b>			
Revenue from Contracts with Customers	62,905,451	54,340,363	16
Profit before taxation	9,445,326	6,991,177	35
Profit after taxation	6,442,223	4,685,414	37
<b>Information per 50 kobo ordinary share</b>			
Basic earnings per share (Kobo)	1,074	781	37
Net assets per share (Naira)	86.68	77.11	12
Stock Exchange quotation - 31 December (Naira)	59.40	39.60	50
Market capitalization as at 31 December (N:Million)	35,638	23,759	50
Dividend per share (kobo)	140	117	20



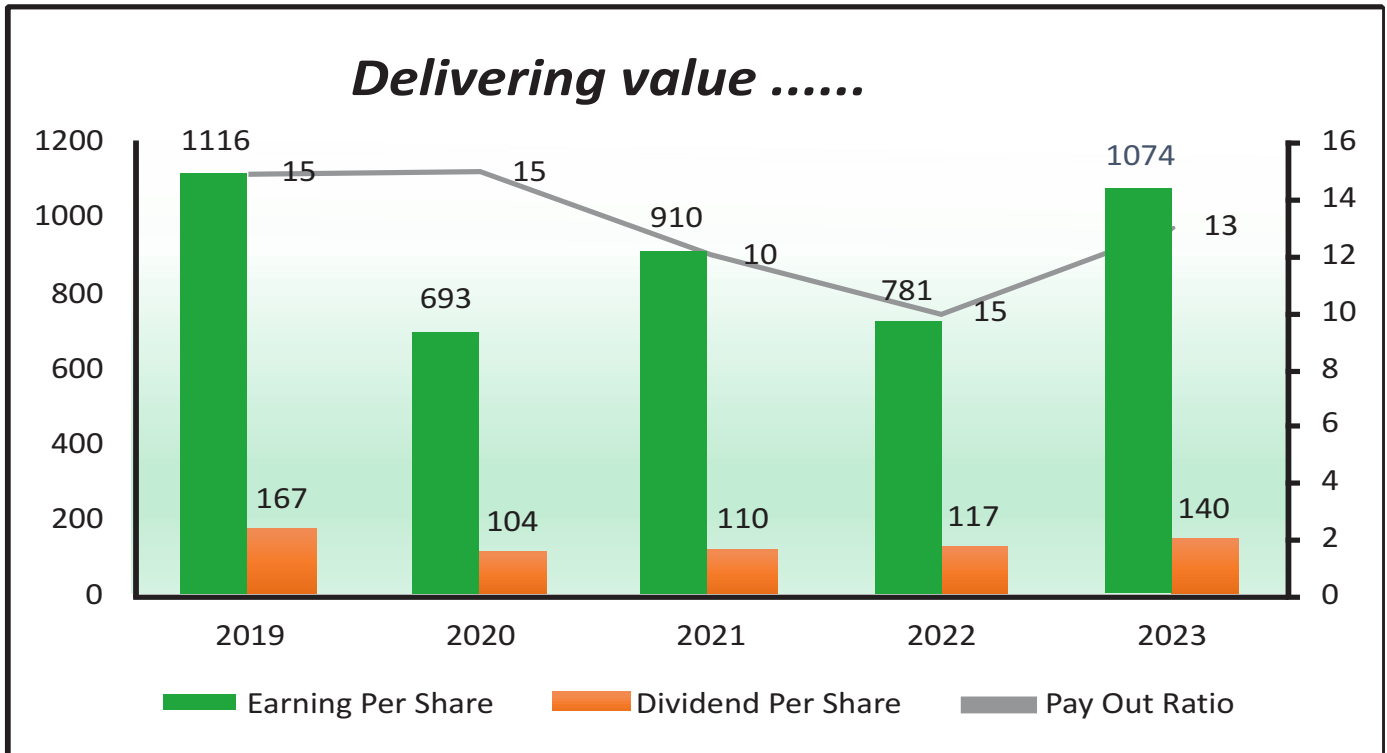
RC 13215

### (Five Year Financial Summary)





RC 13215

**(Strong growth, delivering value to shareholders)****Steady Reinvestment in Innovation and Capacity Building....Expanding access to emerging market**

		2019	2020	2021	2022	2023
Earning Per Share	in Kobo	1116	693	910	781	1,074
Dividend Per Share	in Kobo	167	104	110	117	140
Pay Out Ratio	in %	15	15	10	15	13
Bonus Issue in 2022	1 for 5					
Closing Share Price	in NGN	53.80	55.40	52.95	39.60	59.40
Market Capitalisation	in Mn Naira	26,898	27,698	26,474	23,759	35,638
NGX All Share Index (ASI)		26,842	40,270	42,716	51,251	74,773



RC 13215

## Company Snapshot

Beta Glass manufactures and supplies best-in-quality and cost-efficient glass packaging solutions to its valued customers in soft drinks, beer and malt, pharmaceuticals, foods and cosmetics, and wines and spirits market segments.

### Beers and malt

Breweries (including malt) represent our largest customer segment accounting for 42% of total glass unit sales in the year 2023

### Soft drinks

Sales to soft drink companies account for 22% of our glass unit sales.

### Wine and spirits

Wine and spirits represent 21% of our unit sales with an offering from proprietary to generic bottles.

### Pharmaceutical, Foods and Cosmetics

This segment represents 15% of our glass unit sales. We manufacture glass containers for leading pharmaceutical and cosmetic companies.

### Markets

Beta Glass exported to 6 countries: Ghana, Ivory Coast, Liberia, Sierra Leone, South Africa, Angola and Burkina Faso

### Capacity

Number of furnaces: 3  
Daily glass production: 720 tons

### Capital expenditure

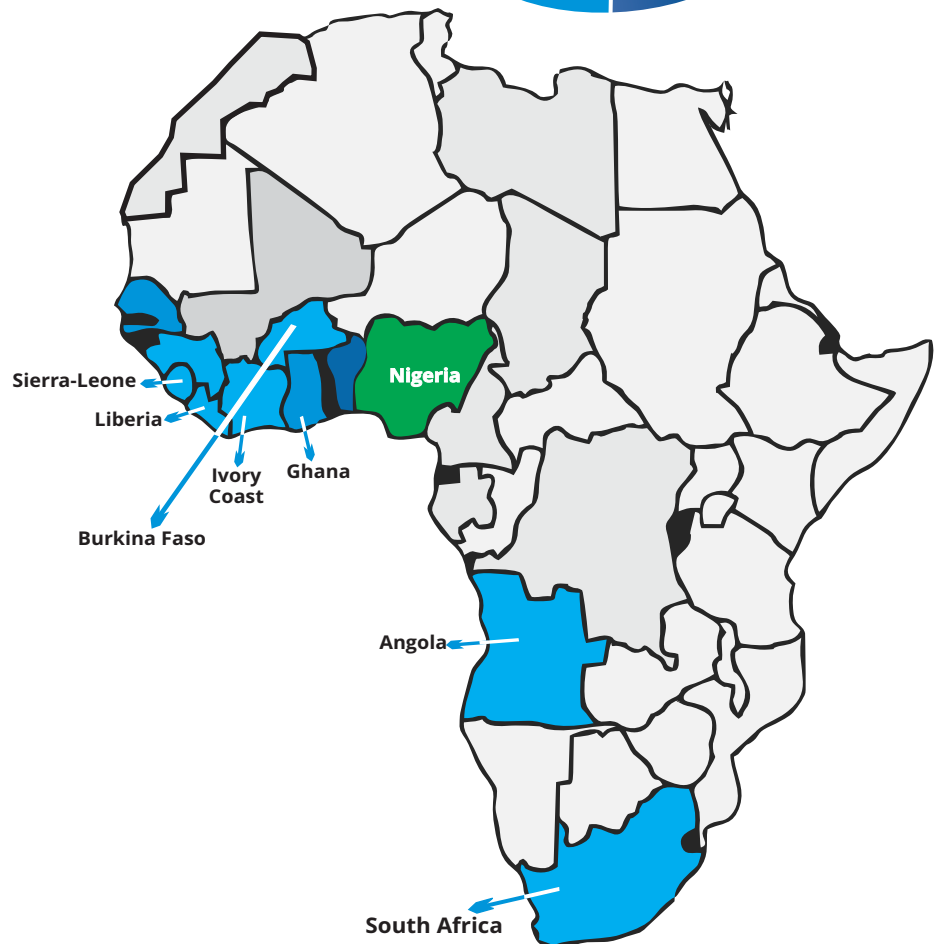
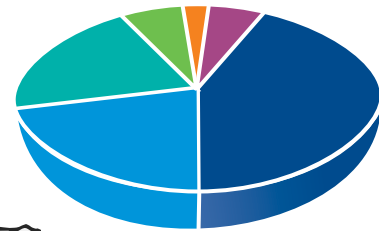
Capital expenditure amounted to N13.46 billion in 2023, directed primarily to furnace, machinery and equipment.

### Revenue breakdown by customer segment

Beers and malt	42%
Soft drinks	22%
Wine and spirits	21%
Pharmaceutical	6%
Foods	3%
Cosmetics	6%

### 2 production plants

Guinea plant in Agbara  
Delta plant in Ughelli





RC 13215

betaglass Plc Annual Report 2023

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the **50th Annual General Meeting of Beta Glass PLC** will be held at **The Federal Palace Hotel, 6 - 8 Ahmadu Bello Way, Victoria Island, Lagos on Wednesday, the 26th day of June, 2024 at 12:00 noon** to transact the following business:

### Ordinary Business:

- To lay before the Meeting the Report of the Directors', the Audited Statements of Financial Position of the Company, together with the Statement of Comprehensive Income for the year ended 31st December 2023 and the Reports of the Auditors and the Audit Committee thereon.
- To declare a dividend
- To elect the following Directors:
    - Mr. Gagik Apkarian
    - Mr. Vitus Chidiebere Ezinwa
    - Ms. Efundoyin Akinyanju
    - Ms. Oyinkan Adewale
    - Mr. Serge Joris
    - Mr. Vasileios Kararizos
  - To re-elect Mr. Emmanouil Metaxakis and Mrs. Clare Omatseye in accordance with the Company's Articles of Association.
- To re-appoint Ernst & Young as the Auditors of the Company and authorize the Directors to fix their remuneration.
- To elect members of the Statutory Audit Committee.
- To disclose the remuneration of the Managers of the Company.

### Special Business:

#### Ordinary Resolution

- To approve the remuneration of the Directors.
- To renew General Mandate for Related Party Transactions

**Dated This 17th Day of May 2024**

#### BY ORDER OF THE BOARD

DCSL Corporate Services Limited  
Company Secretaries

#### Notes:

##### 1. Proxy:

A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. All instruments of proxy duly stamped by the Commissioner of Stamp Duties Act (Cap S.8 Laws of the Federation of Nigeria 2004) should be deposited with the Registrar at Greenwich Registrars, 274, Murtala Mohammed Way, Yaba Lagos not less than 48 hours before the time for holding the meeting.

##### 2. Dividend:

If the dividend of **N1.40 kobo** per 50 kobo ordinary share as recommended by the Directors is approved by the members at the Annual General Meeting, the dividend will be paid on **June 27, 2024** to the shareholders whose names appeared on the Company's Register of Members at the close of business on **June 17, 2024**.

##### 3. E-Dividend:

Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend payment. Detachable application forms for the e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their bank accounts to the Registrar as soon as possible.

##### 4. Unclaimed Dividend:

Several dividend warrants remain unclaimed or are yet to be presented for payment or returned to the Registrars for revalidation. A list of such members will be circulated with the Annual Report and Financial Statements in addition to being available online for viewing and download from our website at <https://www.betaglass.com/media/xq3nanyo/betaglass-unclaimed-dividend-report-december-2023.pdf>.

Members affected are advised to complete the e-dividend registration or write to or call the office of the Company's Registrars, Greenwich Registrar and Data Solutions Limited, 274,



RC 13215

**betaglass Plc** Annual Report 2023

## Notice of Annual General Meeting

Murtala Muhammed Way, Alagomeji, Yaba, Lagos during normal working hours.

E- Report: In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Annual Report of Beta Glass PLC in an electronic format to complete and return the Form to the Registrar for further processing. In addition, Annual Reports are available online for viewing and download from our website at <https://www.betaglass.com/investor-relations/>

### 5. Closure of Register:

The Register of Members shall be closed from 18th June 2024 to 23rd June 2024, (both days inclusive) for the purpose of updating the Register of Members.

### 6. Nomination to the Statutory Audit Committee:

In accordance with Section 404(6) of the Companies and Allied Matters Act Cap C20, Laws of the Federal Republic of Nigeria, 2020, any member may nominate a shareholder

as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice of nominations should be sent via email to [info@dcs.com.ng](mailto:info@dcs.com.ng) or [aagbo@dcs.com.ng](mailto:aagbo@dcs.com.ng)

### 6. Rights of Shareholders to Ask Questions:

In compliance with Rule 19.12(c) of the Nigerian Exchange Limited's Rulebook, a member and other Security Holders of the Company have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting, and such questions must be submitted at least one week before the meeting.



RC 13215

betaglass Plc Annual Report 2023

**Director and Other Corporate Information****Country of incorporation** Nigeria**Incorporation number** 13215**Tax identification number (TIN)** 01063118-0001**Directors**

<b>Name</b>	<b>Nationality</b>	<b>Position</b>
Otunba Abimbola Ogunbanjo OFR	Nigerian	Chairman
Mr. Darren Bennett-Voci	British	CEO
Mr. Haralambos (Harry) G. David	Cypriot	Non-Executive Director
Mr. Nikolaos Mamoulis (resigned w.e.f. August 31, 2023)	Greek	Non-Executive Director
Mr. Gagik Apkarian (Appointed September 7, 2023)	Australian	Non-Executive Director
Dr. Zulikat Wuraola Abiola	Nigerian	Independent Non-Executive Director
Ms. Olufunmilola Adefope	Nigerian	Non-Executive Director
Ms. Oluwaseun Abimisola Oni	Nigerian	Independent Non-Executive Director
Mr. Emmanouil Metaxakis	Greek	Non-Executive Director
Mrs Clare Omatseye	Nigerian	Independent Non-Executive Director

**Company Secretary** DCSL Corporate Services Limited  
235, Ikorodu Road, Ilupeju Lagos**Registered Office** Iddo House, Iddo, P O Box 159, Lagos, Nigeria**Legal Adviser** **Chris Ogunbanjo LP**  
3, Hospital Road,  
Lagos Island, Lagos, Nigeria**Registrar** **Greenwich Registrar and Data Solutions Limited**  
274, Murtala Muhammed Way,  
Alagomeji, Yaba, Lagos**Auditor** **Ernst & Young Nigeria**  
10th & 13th Floors  
UBA House, Marina, Lagos**Principal Bankers** Stanbic IBTC Bank Plc  
Zenith Bank Plc  
Citibank Nigeria Limited

## TRIBUTE TO OTUNBA ABIMBOLA OGUNBANJO, OFR



It is with a heavy heart that we bid farewell to our erstwhile Chairman, **Otunba Abimbola Olurotimi Ogunbanjo, OFR.**

**Otunba Abimbola Ogunbanjo** was an astute lawyer, having been trained under his most distinguished father, the illustrious Chief (Dr.) Christopher Oladipo Ogunbanjo, OFR, CON who was also a former Chairman of the Board of Directors of Beta Glass Plc.

**Otunba Ogunbanjo** was a corporate titan and respected statesman. He was a man of considerable knowledge, experience and expertise in law and business. He demonstrated his prowess through numerous engagements and contributions in the Organised Private Sector where he was either the Chairman or member of the Board of multinational companies.

His vast and erudite corporate engagements earned him the position of the President of the Nigerian Stock Exchange and he is reputed to have midwived the demutualisation process of the Nigerian Stock Exchange which gave birth to the NGX Group where he also served as the pioneer Chairman.

During his corporate sector engagements, he remained the Managing Partner of the law firm of Chris Ogunbanjo LP which is ranked amongst the leading law firms in Nigeria, and which has been serving private enterprise and corporate clients for over six (6) decades.

His contributions to national interest issues received recognition by the Federal Government of Nigeria by the conferment of the national honour of the Officer of the Federal Republic (OFR) on him.

At Beta Glass Plc, his sterling leadership as a member of the Board of Directors and eventually the Chairman is immeasurable. He exhibited confidence, professionalism, sound ethics, and integrity. He led the Board through difficult decision-making processes and provided guidance. He truly distinguished himself in leading business and directing the company to remain resilient and successful.

His untimely demise in the tragic circumstances is a huge loss to the company.

Our thoughts shall forever remain with his family, friends, and associates.

Adieu, **Otunba Abimbola Ogunbanjo!**  
(**Erstwhile Chairman**)



RC 13215

## CEO's Report

**Distinguished Shareholders, members of the Board, representatives of regulatory agencies, esteemed Ladies and Gentlemen, it gives me great pleasure to welcome you all on behalf of the Board of Beta Glass Plc to the 50th Annual General Meeting of our Company and to present the Annual Report and Financial Statements for the financial year ended December 31, 2023.**

Before I proceed, permit me to highlight significant global and domestic economic developments which impacted our Company's performance for the financial year ended December 31, 2023.

### BUSINESS ENVIRONMENT

2023 was a challenging year for the Nigerian economy with the continuing war in Ukraine, unprecedented global inflation combined with domestic policy shifts and longstanding structural issues. These factors created a complex landscape of limited growth, currency pressure, and heightened social hardship. The general elections were conducted in February 2023, and the first half of 2023 witnessed a blend of electoral tensions and attempts at structural reforms via government pronouncements, both of which significantly impacted the private sector and other key productive sectors. In the first two months of the year, Nigeria experienced disruption in economic activities largely due to the Naira redesign and cash withdrawal limit by Central of Bank of Nigeria. In February 2023, the Central Bank of Nigeria raised its monetary policy rate from 17.5% to 18% being the second interest hike in 2023. These policies precipitated a liquidity crisis, exerting severe pressure on economic and productive activities. Consequently, many sectors experienced contractions, while simultaneously stifling the informal economy.

The energy sector experienced notable volatility, largely influenced by geopolitical tensions and supply chain disruptions. The war in Ukraine continued to affect global energy supply, particularly in Europe, leading to higher prices and energy shortages. Energy costs surged in June following removal of the fuel subsidy which resulted in an unprecedented increase in petrol pump prices and continued to trend upwards following the start of the war in Palestine.

During the year, the Naira witnessed a significant devaluation with a depreciation of over 101% at an exchange rate of N447/US\$ at the beginning of the year and closed at N899/US\$, with the parallel market reaching N1,000/US\$. The persistent foreign exchange challenges



**Mr. Darren Bennett-Voci**  
**(British)**  
CEO

significantly disrupted business operations and investor confidence. The FX crisis of 2023 proved to be a major setback for many enterprises, with the CBN's inability to meet its obligations resulting in significant losses for businesses who now depend on the parallel market to source their FX needs.

Inflation remained a major concern globally, with central banks, particularly the Federal Reserve and the European Central Bank, implementing aggressive interest rate hikes to combat rising prices. This tightening of monetary policy aimed to bring inflation under control, however it also raised concerns about potential economic slowdowns. Here in Nigeria the inflation rate stood to 28.92% at the end of the year, making it the highest in the last twenty years largely driven by food inflation on the back of security challenges in the northern region. Nigeria's Gross Domestic Product (GDP) grew by 2.74% in 2023, marking a 13% percentage decline from 3.1% in 2022. The oil sector experienced a sharp rebound, ending over three years of contraction, as production increased to 1.55 million barrels per day, from 1.34 million barrels a year earlier. Input cost inflation took off in the second half of the year and to date remains a significant issue we are continuously addressing.

We faced a challenge with the availability of a key raw material, cullet (broken glass bottles). We had to resort to importing flint glass cullet from China due to the lack of available cullet in the local market and neighbouring countries, at a time when we wanted to reduce the use of imported materials to the absolute minimum due to the difficulty in sourcing foreign exchange and the



RC 13215

**CEO's Report (Cont'd)**

fluctuating value of the Naira. It is important to note that this challenge has been alleviated for the time being however, it underlines the need to secure regular local supply of this critical raw material which in turn underpins our sustainability efforts. We have recently launched a partnership program with Wecyclers to help us to raise awareness for recycling glass containers in Nigeria with two collection vehicles which will help to increase local supply and limit the need to import cullet in future.

The availability of power continued to blight the company with gas outages and extended periods of low gas pressure in Agbara, which was compounded by the devaluation of the Naira significantly increasing the cost of natural gas for both our plants as well as the cost of liquified natural gas (LNG) to Agbara. The dramatic upswing in the cost per litre of diesel in the second half of the year added yet another layer of additional cost to inbound materials and outbound deliveries to our customers.

Overall, 2023 was marked by a complex interplay of economic, and geopolitical factors, shaping the global economic landscape in multifaceted ways. Surmounting the challenges of 2023 is an achievement in itself. Despite the bumps encountered in 2023 we remain resilient.

### FINANCIAL PERFORMANCE INCOME STATEMENT

Fellow Shareholders, a review of our financial results for the year shows that our Company recorded a significant growth of 15.76% in revenue from N54.34 billion to N62.91 billion despite the hostile external environmental factors during the year under review. This growth was mainly driven by price increases in response to inflationary trends and mix of customers and products.

The Cost of Sales increased by 15% to N50.5 billion due to escalating input costs driven by the devaluation of Naira and the significant exchange rate volatility impacting all our raw materials coupled with higher energy costs which increased by 11% from N13.1 billion to N14.5 billion.

Gross profit increased from N10.5 billion to N12.4 billion (+18%), selling expenses increased in line with inflation whilst Administration expenses increased marginally by 9% whilst Other Income reduced from N733 million to a loss of N262 million impacted heavily by rising fuel costs and exchange rate volatility.

Operating profit increased marginally from N7.67 billion to N7.69 billion (+0.2%), profit before taxation increased by 35% to N9.4 billion, Taxes increased by 30% to N3 billion

generating an overall profit for the year of N6.4 billion, an increase of 38% compared to our performance in 2022.

### FINANCIAL POSITION

The total assets of the company increased from N75.9 billion to N106.9 billion +41% as at December 31st, 2023. Non-current assets increased by 39% to N33.8 billion whilst Current assets increased from N51.5 billion to N73.0 billion (+42%). Inventories increased to N17.7 billion (+85%), Trade and Other Receivables increased by 9% to N28.5 billion as our sales increased steadily, and our cash position remained stable at N26.8 billion.

Total liabilities increased from N29.7 billion to N54.8 billion (+85%) reflecting increased borrowing, short term in nature, to help manage foreign exchange liabilities and an increase in Trade and other payables (+67%). Shareholders' equity increased from N46.3 billion to N52.0 billion (+12%) whilst Retained earnings increased from N43.2 billion to N48.9 billion (+13%).

### DIVIDEND

The Board recognizes the need to generate healthy returns for the shareholders. The Board is therefore pleased to recommend a gross dividend of N1.40 kobo per share (subject to the deduction of 10% withholding tax), amounting to N839,952,961 which represents 13% of Profit after Taxation. Your company has been very consistent in Dividend pay-out over the years, rewarding the shareholders and balancing the capital funding requirements of the business.

### SALES PERFORMANCE

2023 witnessed our highest ever level of sales revenue, but a 16% reduction in sales tonnage with over 170,000 tons of glass sold equivalent to more than 570 million bottles and jars (over 1.5 million containers per day) – a reduction of close to 9% as the average weight of glass bottles was lower due to a lower share of Beer bottles in the production mix.

In 2023 our customers had been expecting a pre-election bump in demand which did not materialize due to the cash crunch and the introduction of new Naira banknotes which limited the ability of consumers to make purchases. Despite the cash crunch, sales in the first quarter of 2023 were stronger than the same period in 2022, however this positive trend reversed from April onwards, with the third quarter being particularly weak due to the rainy season, the impact of petrol price increases and the beginning of the Naira instability all taking a toll on consumer confidence



RC 13215

## CEO's Report (Cont'd)

which did not return in the fourth quarter.

The significant reduction in Beer volumes, particularly in comparison to the post-COVID boom in Beer seen in 2022 created some challenges as we needed to adapt our production facilities to make smaller, lighter products and produce more flint glass than in the past requiring additional furnace colour changes in Agbara. This was complicated by the lack of available flint cullet which impacted the timing of the colour campaign. Despite these complexities we did not have to take any specific actions to curtail capacity despite a slowing and uneven demand outlook across the year.

Four segments weathered the storm well, however the standout performances came from the Pharmaceutical segment which witnessed significant growth of more than 55%, and the Cosmetics segment which grew by more than 32%, whilst the Soft Drinks and Wine & Spirits segments each grew by almost 9%. However, the Beer segment suffered a significant drop, shrinking by almost 40%. Exports represented approx. 6% of our revenue in 2023.

### BOARD OF DIRECTORS AND PEOPLE

In February 2024 we learned of the tragic loss of our Esteemed Chairman, Otunba Abimbola Ogunbanjo, OFR in the fatal helicopter crash which occurred near the Nevada-California border. His exemplary contributions and outstanding leadership guided this company as we have grown into the sizeable, successful business it is today.

Mr. Harry G. David, Ms. Oluwaseun Abimisola Oni, and Dr. Zulikat Wuraola Abiola resigned as Directors. The Board extends its deepest gratitude and appreciation to them for their invaluable contribution during their tenure. Their guidance and expertise have played a pivotal role in shaping Beta Glass. We bid them farewell and wish them all the best in their further endeavors.

Concurrent with these resignations, the Board welcomed five distinguished professionals at its meeting of 9th May 2024, who are expected to bring to bear their collective wealth of experience and fresh perspectives to the Beta Glass family: Mr. Vitus Chidiebere Ezinwa, (Non- Executive Director) who will take over as Chairman of the Board, Ms. Efundoyin Akinyanju, (Independent Non-Executive Director), Ms. Oyinkan Adewale, (Independent Non-Executive Director), Mr. Serge Joris, (Non-Executive Director) and Mr. Vassilis Kararizos, (Non-Executive Director). Their appointment underscores the Company's commitment to fostering all round diversity and deepening

good corporate governance.

I would like to encourage us all to welcome the new members of the Board, in particular our new Chairman, Mr Vitus Chidiebere Ezinwa.

Our hardworking and dedicated Management and Staff also deserve mention. On behalf of the Board of Directors and our shareholders, I would like to acknowledge with appreciation their contribution towards the achievement of the financial performance in 2023. I am also pleased to report that overall, the Industrial relations between staff and management remained cordial during the year. Furthermore, I am happy to report that there were no incidents of industrial unrest reported at either of our plants during the year. As part of our strategy for maintaining the best-in-class operational standards at our plants, we have continued to invest in state-of-the-art health and safety measures that conform to global industry standards. Our developmental staff training programmes continue to be executed according to plan and to the benefit of our conscientious workforce.

### TECHNOLOGICAL LEADERSHIP IN WEST & CENTRAL AFRICA

Through the continued investments we make in our business we are the technological leaders in the West and Central African glass container industry. We are fully ready to bring to market Narrow Neck Press & Blow (NNPB) technology, which enables the production of lightweight non-returnable bottles for premium glass packaging use occasions. We have also developed Press & Blow technology and flexibility within both our manufacturing plants to enable the production of food jars on multiple production lines.

The dedication of the teams in our plants to deliver quality products to our customers, and to the end consumer, is an important driver of the continuous improvement culture we actively encourage.

We have an ambitious investment plan to maintain and grow our footprint in Nigeria and the wider West & Central Africa region.

### COMMUNITY RELATIONS

Distinguished shareholders, we understand that sustained long-term business success requires continued value creation, thereby engaging in sustainable business practices for the long term. In this regard, the communities (Agbara and Ughelli) within which we operate deserve special



RC 13215

## CEO's Report (Cont'd)

mention. In 2023 we worked closely with our host communities to support several important initiatives; in Agbara this was in the form of the renovation of the Town Hall and the supply of 100 chairs for community use. This project was committed in 2022 but completed in 2023. In Ughelli we provided solar lighting, electricity poles and converted some open stores to lock up shops aligned with our goal to improve the conditions of our host communities.

We cannot over emphasize the cordial relationship that we continue to enjoy with our host communities over the years, for which we are very grateful.

### SUSTAINABILITY & CORPORATE SOCIAL RESPONSIBILITY

We are continuing our journey to improve the long-term sustainability of our manufacturing operations with improvements in the areas of waste management, electricity usage reduction initiatives and water usage efficiency.

Our efforts to increase the recycled content of our glass bottles were hampered by limited local availability of cullet (crushed, colour separated glass for recycling). Despite our focus on trying to increase cullet usage, we witnessed a further decline in the availability of this critical raw material which forced us to import cullet from neighbouring countries as well as China (flint cullet) with additional cost and supply chain challenges as a result. The cullet shortage was particularly acute for flint and amber cullet, and this led to the reduction in cullet usage for flint bottles and jars from 30% to 25%, and for amber bottles from 46% to 35%. Notwithstanding these sourcing challenges we were able to increase the amount of cullet used in the production of green bottles from 57% to 65%. Our overall cullet usage reduced from 44% to 38%, but we remain committed to our goal of achieving a minimum of 50% average recycled content across all three glass colours by 2025 and are working diligently to achieve it.

We expanded our partnership with Wecyclers, a recycling company that aims to power social change by allowing people in low-income communities to capture value from their waste to generate additional cullet for re-use in our glass furnaces with the recent handover of a co-branded cullet collection truck (22nd May 2024), and we remain committed to the initiatives being taken by the Food & Beverage Recycling Alliance (FBRA) to support the efforts of many of our customers and suppliers to the packaging industry to recycle product packaging.

### 2024 AND LOOKING TO THE FUTURE

2024 has continued to witness a volatile economic

environment. Our strategic focus is to continue to support our customers with innovative products and dynamic engagement in meeting their demand in this ever-changing economic environment.

Beta Glass continues to invest in her facilities, and I am pleased to inform you that the Guinea Furnace 1 (GF1) Cold Repair which was initially scheduled for year 2023, has commenced in our Agbara plant in the month of May (May 20th 2024). This Cold Repair will extend the life of the furnace for another 5-8 years. This follows the capacity expansion investment project for the GF2 Furnace carried out in 2021.

We are also preparing for the full rebuild of our DF1 Furnace in Ughelli in 2025. These significant investment projects demonstrate our continued unwavering commitment to remain the #1 glass container manufacturer in West and Central Africa.

As you will have noticed we have a new and exciting brand identity, [www.betaglass.com](http://www.betaglass.com) website – available in English and French, plus LinkedIn and Instagram pages to communicate with our wider audience. Having our website available in French is a tangible step linked to our export growth strategy to expand further our export reach.


Beta Glass PLC remains focused on further broadening our customer base in new geographies across Africa, providing our customers with high-quality, innovative and value-adding glass packaging solutions.

### CONCLUSION

On behalf of the Board of Directors and the Management of our Company, I would like to use this opportunity to express my gratitude and special appreciation to all our valued stakeholders who, through their respective contributions, have supported our business over the years. I also specially appreciate our valued customers for the continuous patronage of our products and my fellow shareholders for your support which has been immense over the years.

To my colleagues on the Board, I say thank you for your dedication, valuable insights and commitment to the growth of our company. Your unflinching support during the period under review is unparalleled and very much appreciated.

Thank you.

  
**Darren Bennett-Voci**  
Chief Executive Officer



RC 13215

Showcasing colour and size capabilities





RC 13215

betaglass Plc Annual Report 2023

## Board of Directors



**Otunba Abimbola  
Ogunbanjo OFR**  
Chairman



**Mr. Darren Bennett-Voci  
(British)**  
Managing Director



**Mr. Gagik Apkarian**  
Director



**Mr. Nikolaos Mamoulis  
(Greek)**  
Director



**Dr. Zulikat Wuraola  
Abiola**  
Director



**Mr. Haralambos (Harry)  
G. David (Cypriot)**  
Director



**Ms.  
Olufunmilola Adefope**  
Director



**Ms. Oluwaseun  
Abimisola Oni**  
Director



**Mr. Emmanouil Metaxakis  
(Greek)**  
Director



**Mrs. Clare Omatseye**  
Director



RC 13215

## Profile of Directors

### OTUNBA ABIMBOLA OGUNBANJO OFR (CHAIRMAN)

Otunba Abimbola Ogunbanjo is an Economist and a Lawyer. He is the Managing Partner of Chris Ogunbanjo LP and has a vast knowledge and experience in the areas of Corporate Commercial and Admiralty Law. He has, over the years garnered considerable corporate finance experience and has a brilliant understanding of legal issues in his preferred areas of practice. Otunba Ogunbanjo is the current President of the National Council of the Nigerian Stock Exchange and Director of many other companies with membership also of many national and international professional bodies. He joined the Board of Beta Glass PLC on September 28, 2010 and was appointed the Chairman with effect from July 9, 2015.

### MR. DARREN BENNETT-VOCI

**Mr. Darren Bennett-Voci** is a multilingual senior executive with 26 years of experience in the container glass industry. He is a graduate of the University of Kent at Canterbury and the Collège d'Europe in Poland. He began his career in the UK with Owens-Illinois, holding a series of increasingly senior positions, gaining experience in Sales, M&A, and integration & transformation during his time in the UK, Poland, Italy and Switzerland prior to joining Frigoglass Group in 2012 as Commercial Director Glass based in Dubai. He was appointed Glass Division Director in March 2016 when he relocated to Lagos. He is Chief Executive Officer of Beta Glass PLC and Frigoglass Industries (Nigeria) Limited and Glass Division CEO for Frigoglass Group. He is a member of the Institute of Directors Nigeria and represents the voice of glass container manufacturers within FBRA (Food & Beverage Recycling Alliance).

### MR. HARALAMBOS (HARRY) G. DAVID

**Mr. Haralambos (Harry) George David** began his career as a certified Investment Advisor with Credit Suisse in New York. He then served in several executive positions within Leventis Group Companies. Today he is the Chairman of Frigoglass S.A.I.C and is on the Boards of A.G. Leventis (Nigeria) Limited, Nigerian Bottling Company Limited, Ideal Group and Pikwik (Nigeria) Ltd. (Joint venture with Pick n Pay, South Africa).

Mr. David is a Member of the TATE Modern's Africa Acquisitions Committee. He has served on the Boards of Alpha Finance. ΔEH (Hellenic Public Power Corp) and Emporiki Bank (Credit Agricole).

### MR. NIKOLAOS MAMOULIS

**Mr. Mamoulis** holds a Bachelor's degree in Business Administration from the Economic University of Athens. He began his career in 1987 where he held various positions in the finance field. He rejoined Coca-Cola Hellenic in 2005 as Region Finance Director covering almost all Group operations and served as Group Financial Controller since 2010. Mr. Mamoulis has been the Chief Executive Officer at Frigoglass S.A.I.C since July 2015 and served as its Managing Director. He also served as the Chief Financial Officer of Frigoglass S.A.I.C from October 2013 to July 2015.

### DR. ZULIKAT WURAOLA ABIOLA

**Dr. Zulikat Wuraola Abiola**, is the Managing Director of Management Transformation Limited (MT), a management consultant firm. In this capacity, she has served clients in Nigeria and throughout Africa in strategy, business development, leadership, governance, organizational development, risk management and public sector policy consulting since 1999. She leads complex financial management, strategy and organizational development projects in finance, energy and natural resources sectors. Her impact on client engagements is a result of a compelling blend of extensive knowledge of the African business environment and international strategic management consulting experience.

She was a management consultant at McKinsey & Co (New York and then in London). She worked primarily in the areas of Strategy and Organization. She is also a Senior Lecturer (Adjunct) – Organizational Development at the University of Lagos, Department of Business Administration and serves as the lead MT facilitator on strategy, leadership and management training courses.

She holds B.Sc. in Business Administration from McLaren School of Business, USF San Francisco, S.A, MBA from London University and Ph.D. - Organizational Behaviour from London University, Imperial College, London,

### MR. GAGIK APKARIAN

**Mr. Gagik Apkarian** is the founder of Tetrad Capital Partners, a prominent London-based firm specializing in special situations and growth-focused principal investments, advisory, and execution, with a global footprint.

With over 20 years of experience in private equity, venture capital, investment banking, and management consulting, spanning the U.S, Europe, Middle East, and Australasia, Mr. Apkarian brings a wealth of expertise to the board.

Previously, he served as the co-founder and General Partner at Vulcan Capital, the investment office of Paul G Allen (Microsoft co-founder), where he successfully managed a diverse \$10Bn+ portfolio. In this capacity, he led the restructuring of legacy public and private equity direct investments and a range of investments in private equity, public securities, and infrastructure. His responsibilities covered companies with valuations ranging from \$100 million to \$20 billion, and he actively served on their boards of directors and was a member



RC 13215

betaglass Plc Annual Report 2023

## Profile of Directors (Cont'd)

of Vulcan's Investment Committee.

Before his tenure at Vulcan Capital, Mr. Apkarian was an investment banker with Morgan Stanley. During his career in New York and London he executed over \$100 billion in M&A, debt restructuring, and financing transactions across diverse sectors. His earlier career at McKinsey & Company in New York and Australia, focused on strategy, turnarounds and post-merger integrations.

Mr. Apkarian is an alumnus of Harvard Business School, holding an MBA. He also graduated with first class honours from UNSW | Sydney with a B.Sc. in mathematics, a B.Sc. in physics, and a B.E. in electrical engineering, ranking in the top 5% of his class.

### MS. OLUFUNMILOLA ADEFOPE

**Ms. Olufunmilola (Lola) Adefope** is the Managing Director of CWT Nigeria, and Business Travel Management Ltd, a Travel Management Company which houses several brands and sister companies specialising in; corporate travel and aviation consultancy, travel technology, tourism and call centre management. Ms. Adefope manages the company in Ghana, Nigeria and Angola with registered entities in the UK and UAE. Passionate about the Travel, Tourism and Aviation industry as well as Nigeria, Ms. Adefope consults and has been honoured with invitations to present and deliver papers in Nigeria, Mozambique, South Africa, and the UK to entities including but not limited to; Pan African Business School, African Business Travel Association (ABTA), Marriott Hotels, SAATCHI, ACTE and Design for Development Paris.

Ms. Adefope is a certified ISO 9001:2008 Quality Management System Auditor and maintains an excellent relationship with SON (Standards Organisation of Nigeria) continually training and monitoring updates in the published standard.

Having studied both Fine Art and Business, Ms. Adefope leverages on these skills when focusing on company reorganisation, development and Brand Management. Utilizing experience gained from working within advertising as well as mass communications in Nigeria, she applies her skills consulting for companies assisting with branding, marketing and strategic positioning.

Ms. Adefope is a member of the I.O.D Institute of Directors Nigeria, and sits on the board of three Nigerian and West African companies.

### MS. OLUWASEUN ABIMISOLA ONI

**Ms. Seun Oni** is a Senior Finance Executive, with over 25 years' professional experience spanning Assurance & Business Advisory and leading financial strategies and processes in multinational organizations. Ms. Oni started her career in 1991 with the firm of PricewaterhouseCoopers and took increasing roles within the firm, including leading multidisciplinary consulting engagements for large scale organizations across various industry segments.

She moved into operational management in 1999, joining the Coca-Cola Company as the Budget and Planning Manager for Coca-Cola Nigeria Limited and held varied roles of increasing capacities within the Finance function and across geographies. In 2009, Ms. Oni was appointed to the board of Coca-Cola Nigeria in her role as the Country Finance Director. In further recognition of her commitment to leadership development, she was appointed as a representative to the Eurasia Africa Group Women's Leadership Council of the Coca-Cola Company.

She joined the Nigerian Bottling Company Limited (an anchor bottler of the Coca-Cola Company and subsidiary of the Coca-Cola Hellenic Beverages Company) in 2014 as the Country Chief Finance Officer and amongst the key milestones in the role, she established herself as a transformational leader, leveraging her passion & focus around people and capability development to transform the Finance Function, lead optimization initiatives to drive cost efficiencies that translated to step change improvement in cost margins. After a career spanning 18 years with the Coca-Cola System (Coca-Cola Nigeria Limited & Nigerian Bottling Company Limited), Ms. Oni transitioned from Nigeria Bottling Company Limited in December 2017 and took on the role of Executive Finance Director of Reckitt Benckiser, West Africa. She is currently the Group Managing Director/CEO of A.G. Leventis (Nigeria) Limited.

Ms. Oni is a fellow of the Institute of Chartered Accountants of Nigeria and member of the Institute of Directors. She holds an honors degree in Economics from the University of Lagos and is also an alumnus of the management programmes of the Lagos Business School, Wharton Business School Pennsylvania and IMD Business School, Lausanne.

### MR. EMMANOUIL METAXAKIS

**Mr. Metaxakis** is currently Frigoglass Group Finance Officer. He holds a bachelor's degree in business administration from the University of Piraeus, Greece and a Masters Degree in Corporate Finance from SDA Bocconi, Milan, Italy. Before his appointment as Frigoglass Group Chief Finance Officer he served as the Head of Financial Performance among other roles within the Company. Prior to joining Frigoglass, Mr. Metaxakis spent five years with Deloitte management consulting.

### MRS. CLARE OMATSEYE

**Mrs. Clare Omatseye**, is the Managing Director of the international award-winning company JNC International Limited (JNCI) a renowned Turnkey Medical Equipment Solutions Company, which exclusively represents 26 Global Medical Equipment Manufacturers in Nigeria. She is also the Founder/Chairman of Vaccipharm Limited, a leading vaccine and cold chain distribution company that she founded over 2 decades ago.

Mrs. Omatseye holds an honors degree in Pharmacy from the Ahmadu Bello University (ABU) Zaria and a Master of Business Administration (MBA) from the University of Navarra (IESE) Barcelona, Spain and the Lagos Business school. She is a fellow of the Society for Corporate Governance Nigeria (SCGN) and a senior fellow of the Nigerian Leadership Academy (SNL).



RC 13215

## betaglass Plc Annual Report 2023

## Directors' Report

As at December 31, 2023

In accordance with the provisions of the Companies and Allied Matters Act, 2020 ("CAMA"), the Board of Directors are pleased to present the report on the affairs of Beta Glass Plc ("the Company") together with the audited Financial Statements, auditor's report thereon and other disclosures for the year ended 31 December 2023.

### Legal Form and Principal Activities

Beta Glass was founded in 1974 and incorporated in Nigeria with RC No.13215. The principal activity of the Company remained the manufacture and sale of glassware.

### State of Affairs

In the opinion of the Directors, the state of the Company's affairs is satisfactory, and there has been no material change since the reporting date, which would affect the financial statements as presented.

### Results for the Year

	2023 N'000	2022 N'000
Revenue	62,905,451	54,340,363
Profit before taxation	9,445,326	6,991,177
Profit after taxation	6,442,223	4,685,414

### Appropriation of Profit after Taxation

The Directors recommend to the shareholders, the payment of a gross dividend of **₦1.40** per ordinary share to all shareholders on the Company's Register of Members as at the close of business on **18th June 2024**. If the Directors' recommendation is approved by the shareholders, the profit after taxation of **₦6,442,223** will be appropriated as follows:

	N'000
Proposed dividend (Gross)	839,953
Transfer to general reserve	5,602,270

### Directors

On Friday, 9th February 2024, the Board Chairman, **Otunba Abimbola Ogunbanjo** passed on in a fatal helicopter crash that occurred near the Nevada-California border on its way to Las Vegas. We pray for the repose of his soul.

During the period under review, Mr Nikolaos Mamoulis resigned with effect from (w.e.f.) August 31, 2023 whilst Mr Gagik Apkarian was appointed w.e.f. September 7, 2023. Mr Apkarian's appointment will be presented for ratification at the Annual General Meeting.

In accordance with the Company's Articles of Association, Mr. Emmanouil Metaxakis and Mrs. Clare Omatseye retire by rotation and being eligible, offer themselves for re-election.

### Record of Directors Attendance at Meetings

Pursuant to Section 284 (2) of the Companies and Allied Matters Act, 2020, the records of Directors' attendance at Board meetings during the year under review will be available for inspection at the Annual

General Meeting.

### Directors' Interests in the Shares of the Company

As at 1 January 2023 and 31 December 2023, the interests of the Directors (and those who served on the Board during the year under review) in the share capital of the Company as recorded in the Register of Members in compliance with Section 301 of the Companies and Allied Matters Act, 2020 were as follows:

S/N	Name of Director	Nature of Holding as at			
		December 31, 2022		December 31, 2023	
		Direct	Indirect	Direct	Indirect
1.	Otunba Abimbola Ogunbanjo OFR	Nil	126,480	Nil	126,480
2.	Mr. Darren Bennett-Voci (British)	Nil	Nil	40,000	Nil
3.	Dr. Z. Wuraola Abiola	Nil	Nil	Nil	Nil
4.	Ms. Olufunmilola Adefope	Nil	Nil	Nil	Nil
5.	Mr. Haralambos (Harry) G. David (Cypriot)	30,524	Nil	30,524	Nil
6.	Mr. Nikolaos Mamoulis (Greek)	Nil	Nil	Nil	Nil
7.	Ms. Oluwaseun Abimisola Oni	Nil	Nil	Nil	Nil
8.	Mrs. Clare Omatseye	Nil	Nil	Nil	Nil
9.	Mr. Emmanouil Metaxakis (Greek)	Nil	Nil	Nil	Nil

\*Otunba Abimbola Ogunbanjo OFR has beneficial interest in 126,480 shares held by Turnbull Investments Limited.

### Directors' Interests in Contracts

During the period under review Otunba Abimbola Ogunbanjo OFR was the Managing Partner of Chris Ogunbanjo LP. Chris Ogunbanjo LP is retained by the Company for legal matters. In accordance with Section 303 of the Companies and Allied Matters Act, 2020, the Board is duly notified of Otunba Abimbola Ogunbanjo OFR interest.

Ms. Olufunmilola Adefope is the Managing Director of Business Travel Management Limited (BTM), one of the providers of travel related services to the Company. In accordance with Section 303 of the Companies and Allied Matters Act, 2020, Ms. Olufunmilola Adefope has notified the Board of her interest.

Ms. Oluwaseun Abimisola Oni is the Group Managing Director/CEO of A.G. Leventis (Nigeria) Limited, one of the transportation/haulage service providers to the Company. In accordance with Section 303 of the Companies and Allied Matters Act, 2020, Ms. Oluwaseun Abimisola Oni has notified the Board of her interest.

None of the other Directors has notified the Company for the purpose of Section 303 of the Companies and Allied Matters Act, 2020 of any disclosable interests in contracts involving the Company either as at 31 December 2023 or at the date of this report.

### Acquisition of Own Shares

The Company did not acquire its own shares during the year ended 31 December 2023 (2021: Nil).



RC 13215

betaglass Plc Annual Report 2023

## Directors' Report

As at December 31, 2023

### Charitable Gifts

In compliance with Section 43(2) of the Companies and Allied Matters Act, 2020, the Company did not make any donations or gifts to any political party, political association or for any political purpose during the year ended 31 December 2023 (2022: Nil).

### Corporate Social Responsibility

It is the policy of the Company to consistently improve on some amenities within its host communities. The community projects listed below were undertaken in 2023:

	N'000
Acquisition and Installation of 23 high Tension Poles in Ekrerhavwe Community	4,250
Construction of (3) lock Up Shops at Ekakpamre Community, Delta State	3,225
Installation of Solar Poles at Eruemukohwarien Community, Delta State	3,240
<b>Total Cost</b>	<b>10,715</b>

The community projects listed below were undertaken in 2022:

	N'000
Complete renovation of Alamogun town hall in Agbara community, Ogun State	11,618
Installation of solar poles in street at Ekrerhavwe community, Delta State	4,000
Donation of 120 units of classroom desk and chairs to Eruemukohwarien Community Grammar School, Delta State	3,000
<b>Total Cost</b>	<b>18,618</b>

### Substantial Interest in Shares

According to the register of members the following organization held more than 5% of the issued share capital of the Company as at 31 December, 2023.

	2023		2022	
	Number of Shares	%	Number of Shares	%
Frigoglass Industries (Nigeria) Limited	371,269,358	61.88	371,269,358	61.88
Frigoinvest Holdings BV	-	-	48,999,757	8.17
Frigoinvest Nigeria Holding BV	48,999,757	8.17	-	-
Stanbic IBTC Nominees Nigeria Limited	37,378,137	6.23	37,610,191	6.27

### Significant Changes in Property, Plant and Equipment

Movements in Property, Plant and Equipment during the year were as shown in Note 19 to the financial statements. In the opinion of the Directors, the market value of the Company's Property, Plant and Equipment is not less than the carrying values shown in the Statement of Financial Position.

### Employment Policies and Training

The Company's employment policy ensures that opportunities are also given to disabled persons. Disabled applicants are therefore given special consideration for employment having regard to the aptitudes and capabilities of each applicant. The Company also has training programmes designed to ensure that employees who became disabled during their employment are not, for the sake of their disabilities, disadvantaged in their career development in the Company. The Company provides overseas and on-the-job technical training for employees' knowledge in glass production technology. There were no disabled persons in the Company as at year ended 31

December 2023 (2022: nil).

### Health, Safety and Welfare of Employees

The Company has standard in-plants clinics run by competent and qualified medical personnel where free medical services are provided for all staff. There are also stand-by ambulances for transfer of serious cases of illness to designated hospitals retained by the Company. The Company provides free meals to its employees at the staff canteens. There are contributory retirement benefit schemes for both Management and Junior employees of the Company. The schemes are in compliance with the provisions of the Pensions Reform Act 2014.

### Employees' Consultation

The Company consults with representatives of the workers' union on important issues that affect the career of employees and the fortunes of the Company. Employees' individual suggestions are entertained using suggestion boxes strategically located in the Company's premises and electronics surveys.

### Employment Equity, Gender Policies and Practices

Our employment and promotion policy ensures equity, and is free from discriminatory bias of gender, ethnic origin, age, marital status, sexual orientation, disability, religion and other diversity issues. This is role modelled throughout our end-to-end employee life cycle process.

### Events after the Reporting Date

A dividend in respect of the year ended 31 December 2023 of **N 1.40** per share (2022: N1.17, amounting to a total dividend of N839.95 Million (2022: N701.96 Million) was proposed at the board meeting held on March 26, 2024 and subject to approval at the Annual General Meeting.

### Format of Financial Statement

The Financial statements of Beta Glass Plc. have been prepared in accordance with the reporting and presentation requirements of the Companies and Allied Matters Act, 2020 and are in compliance with the International Financial Reporting Standards issued by the International Accounting Standards Board and the requirement of Financial Reporting Council of Nigeria (Amendment) Act, 2023. The Director considers that the format adopted is the most suitable for the Company.

### Auditors

Messrs. Ernst & Young having been Auditors of the Company for seven (7) years have indicated their willingness to continue in office as Auditors of the Company in accordance with Section 401 (2) of the Companies and Allied Matters Act, 2020. A resolution will be proposed at the Annual General Meeting authorizing the Directors to fix their remuneration.

### BY ORDER OF THE BOARD

DCSL Corporate Services Limited  
Company Secretaries

DCSL Corporate Services Limited  
Company Secretaries  
Lagos, Nigeria  
26th March 2024  
Anne Agbo- FRC/2013/NBA/00000000855



RC 13215

betaglass Plc Annual Report 2023

## Corporate Governance Report

As at December 31, 2023

### INTRODUCTION

**BETA GLASS PLC ("Company")** is committed to best practices in corporate governance; hence the Board continually reviews its corporate governance standards and procedures in the light of the current developments in and outside Nigeria. It recognizes that corporate governance is fundamental to earning the confidence and trust of its shareholders and consequently provides the structure through which the objectives of the Company are set and the means of attaining such objectives. Effective corporate governance permeates the business as would be seen in the Board composition, how the Company is managed, internal control mechanisms, and communications with stakeholders.

### GOVERNANCE STRUCTURE

The bodies in charge of governance, as well as an outline of their compositions and responsibilities, are detailed below:

### THE BOARD OF DIRECTORS

The Board is responsible for the proper management and direction of the Company and achievement of its strategic objectives as agreed by the Board and recommended by the Nigerian Code of Corporate Governance. The Board exercises leadership and has oversight over the business, long-term goals, and strategy, overseeing the Company's risks, implementing controls and procedures where necessary, particularly maintaining a sound system of internal controls and protects shareholders' interests and the Company's assets.

The Board is guided in its Corporate Governance policies by the provisions of the Securities and Exchange Commission's Code of Corporate Governance ("the Code") which came into effect on April 1, 2011, and the Nigerian Code of Corporate Governance, 2018 ("NCCG") and its policies are designed to ensure that the Company's business is conducted in a fair and transparent manner which conforms to high ethical standards. The governance framework helps the Board to discharge its roles of providing oversight and strategic counsel in balance with their responsibility to ensure conformity with regulatory requirements and acceptable risk.

The Directors are professionals who have excelled in their various fields of endeavor, including Management, Law, Business, Economics, and Finance and possess the required integrity, skills, and experience to bring independent judgment to bear on the deliberations of the Board. In addition to having one or more of these core competencies, candidates for appointment as Directors are identified and considered based on their knowledge, experience, integrity, professionalism, career success experience, diversity, leadership, reputation, and ability to understand and add value to the Company's business.

The Board which is of a size relative to the scale and complexity of the Company's operations, governs and supervises the overall activities of the Company through the Managing Director. The Board fulfills its responsibility through standing and ad-hoc committees which also report and make recommendations to the Board on issues within their respective Terms of Reference. The Board and the Board Committees normally meet quarterly in each financial year, although additional meetings may be convened when the need arises.

### COMPOSITION OF THE BOARD OF DIRECTORS

The composition of the Board of Directors of the Company during the period under review is as follows:



RC 13215

betaglass Plc Annual Report 2023

**Corporate Governance Report (Cont'd)**

As at December 31, 2023

Title	Name	Executive/Non-Executive	Independent	Date of Appointment
Chairman	Otunba Abimbola Ogunbanjo OFR	Non-Executive		28/09/2010
Managing Director	Mr. Darren Bennett-Voci (British)	Executive		17/03/2016
Member	Dr. Zulikat Wuraola Abiola	Non-Executive	Independent	06/07/2017
Member	Ms. Olufunmilola Adefope	Non-Executive		22/03/2018
Member	Mr. Haralambos (Harry) George David (Cypriot)	Non-Executive		24/04/2008
Member	Mr. Nikolaos Mamoulis (Greek)	Non-Executive		17/03/2016
Member	Ms Oluwaseun Abimisola Oni	Non-Executive	Independent	21/09/2017
Member	Mrs Clare Omatseye	Non-Executive	Independent	1/07/2021
Member	Mr. Emmanouil Metaxakis	Non-Executive		1/07/2021
Member	Mr. Gagik Apkarian	Non-Executive		07/09/2023

During the period under review, Mr. Nikolaos Mamoulis resigned with effect from August 31st 2023 whilst Mr. Gagik Apkarian was appointed with effect from September 7th 2023. Mr. Apkarian's appointment will be presented for approval at this Annual General Meeting.

On 9th February 2024, Otunba Abimbola Ogunbanjo (Erstwhile Chairman) passed on and we pray for the repose of his soul.

On 8th May 2024, Mr. Harry G. David resigned from the Board of Directors. On 23rd April 2024, Ms. Oluwaseun Abimisola Oni, and Dr. Zulikat Wuraola Abiola also resigned from the Board of Directors.

Following the above said resignations, Mr. Vitus Chidiebere Ezinwa, Ms. Efundoyin Akinyanju, Ms. Oyinkan Adewale, Mr. Serge Joris, and Mr. Vassileios Kararizos, were appointed with effect from 9th May 2024. Their appointments will be presented for approval at this Annual General Meeting.

**THE ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The role of the Board is well documented in the Board Charter which provides for the following key responsibilities of the Board of Directors:

- Strategy and Planning
- Staffing at Board and Senior Management Levels & Succession Planning
- Executive Remuneration
- Performance Monitoring
- Risk Management and Internal Control
- Capital Management and Financial Reporting
- Communication with the shareholders and Management of Investor relations
- Audit and Compliance

The Board is fully aware of its responsibilities which primarily involves the creation of stakeholder value and ensuring the success of the Company. The Board is responsible for ensuring that the affairs of the Company are operated in an efficient manner and in compliance with applicable regulations.

## Corporate Governance Report (Cont'd)

As at December 31, 2023

The Board has delegated the responsibility for day-to-day operations of the Company to Management and ensures that Management strikes an appropriate balance between promoting long-term growth and delivering short-term objectives. In fulfilling its primary responsibility, the Board is aware of the importance of achieving a balance between compliance with governance principles and business performance.

The Managing Director, who leads the Management team reports directly to the Board. Members of the Board are always required to act in the best interests of the Company in the articulation and formulation of its strategic direction. The Board of Directors is dedicated to ensuring that the Company achieves its objectives. The Board met four times during the financial year.

### ATTENDANCE AT BOARD MEETINGS

The following is the list of the Directors and their attendance at meetings during the year:

Name	23/03/2023	06/07/2023	7/09/2023	23/11/2023
Otunba Abimbola Ogunbanjo, OFR	P	P	P	P
Darren Bennett-Voci (British)	P	P	P	P
Ms. Olufunmilola Adefope	P	P	P	P
Haralambos (Harry) George David (Cypriot)	P	P	A	P
Nikolaos Mamoulis (Greek)	P	P	R	R
Dr. Z. Wuraola Abiola	P	P	P	P
Ms Oluwaseun Abimisola Oni	P	P	P	P
Mrs Clare Omatseye	P	P	P	P
Mr. Emmanouil Metaxakis	P	P	P	P
Mr. Gagik Apkarian	N	N	N	P

**P=Present A=Apologies R=Resigned N=Not a member**

The Directors retiring by rotation in accordance with the Articles of Association are **Mr. Emmanouil Metaxakis and Mrs. Clare Omatseye** and, being eligible, offer themselves for re-election.

The biographical details of the Directors seeking re-election are as stated below:

### MR. EMMANOUIL METAXAKIS

**Mr. Metaxakis** is currently Frigoglass Group Chief Finance Officer. He holds a bachelor's degree in business administration from the University of Piraeus, Greece and a master's degree in Corporate Finance from SDA Bocconi, Milan, Italy.

Before his appointment as Frigoglass Group Chief Finance Officer he served as the Head of Financial Performance among other roles within the Group. Prior to joining Frigoglass, Mr. Metaxakis spent five years with Deloitte management consulting.

### MRS. CLARE OMATSEYE

**Mrs. Clare Omatseye** is the Managing Director of the international award-winning company JNC International Limited (JNCI) a renowned Turnkey Medical Equipment Solutions Company, which exclusively represents 26 Global Medical Equipment Manufacturers in Nigeria. She is also the Founder/Chairman of Vaccipharm Limited, a leading vaccine and cold chain distribution company that she founded over 2 decades ago.



RC 13215

betaglass Plc Annual Report 2023

## Corporate Governance Report (Cont'd)

As at December 31, 2023

Mrs. Omatseye holds an honors degree in Pharmacy from the Ahmadu Bello University (ABU) Zaria and a Master of Business Administration (MBA) from the University of Navarra (IESE) Barcelona, Spain and the Lagos Business school. She is a fellow of the Society for Corporate Governance Nigeria (SCGN) and a senior fellow of the Nigerian Leadership Academy (SNL).

### BOARD COMMITTEES

The Board has established standing Committees whose Terms of Reference clearly spells out roles, responsibilities, and scope of authorities.

### GOVERNANCE AND REMUNERATION COMMITTEE (GaRC)

The Governance and Remuneration Committee is composed of five (5) members made up of three (3) Non-Executive Directors and two (2) Independent Non-Executive Directors of the Company. The Committee was established to continually review the Company's Human Resources Policies, Procedures, Programmes, Compensation and Benefit Policies for all employees and the Board as well as establish a formal and transparent process for Board appointments, criteria for appointment to the Board and Board committees, reviewing prospective candidates' qualifications, assess the contribution of current Directors against their re-nomination suitability, and making appropriate recommendations to the Board. The Committee met four (4) times in the year, on the following days: March 16, 2023, July 3, 2023, September 4, 2023 and November 16, 2023.

Dr. Z. Wuraola Abiola	-	Chairperson
Mr. Nikolaos Mamoulis	-	Member (resigned on August 31st 2023)
Ms. Olufunmilola Adefope	-	Member
Mrs. Clare Omatseye	-	Member
Mr. Emmanouil Metaxakis	-	Member

Directors' attendance at the Governance and Remuneration Committee meetings during the financial year ended December 31, 2023 is as stated below:

Name	21/03/2023	18/05/2023	10/08/2023	7/11/2023
Dr. Z. Wuraola Abiola	P	P	P	P
Mr. Nikolaos Mamoulis	A	P	R	R
Ms. Olufunmilola Adefope	P	P	P	P
Mrs. Clare Omatseye	P	P	P	P
Mr. Emmanouil Metaxakis	P	P	P	P

**P = Present    A = Apologies    R = Resigned**

### BOARD RISK AND AUDIT COMMITTEE (BRAC)

The Board Risk and Audit Committee assists the Board in its oversight of the Company's risk profile, risk management framework and the risk strategy. The Committee has an oversight function over Management process for the identification of significant risks for the Company and its business and the adequacy of prevention, detection and reporting mechanisms as well as review issues raised by the External Auditor and/or Internal Auditor that impact risk management framework and make recommendations to the Board on draft statutory statements covering governance and risk management issues.



RC 13215

betaglass Plc Annual Report 2023

**Corporate Governance Report (Cont'd)**

As at December 31, 2023

The Board Risk and Audit Committee is composed of three (3) Non-Executive Directors made up of two (2) Non-Executive Directors and one (1) Independent Non-Executive Director of the Company.

Ms. Oluwaseun Abimisola Oni	-	Chairperson
Mr. Emmanouil Metaxakis	-	Member
Ms. Olufunmilola Adefope	-	Member

The Committee met four (4) times in the year, on the following days: March 16, 2023, July 3, 2023, September 4, 2023 and November 16, 2023

Directors' attendance at the Board Risk and Audit Committee meetings during the financial year ended December 31, 2023 is as stated below:

Name	16/03/2023	03/07/2023	4/09/2023	16/11/2023
Ms. Oluwaseun Abimisola Oni	P	P	P	P
Ms. Olufunmilola Adefope	A	P	P	P
Mr Emmanouil Metaxakis	P	P	P	P

**P = Present****A = Apologies****STATUTORY AUDIT COMMITTEE**

The Statutory Audit Committee is composed of 5 members made up of three representatives of the shareholders elected at the 2023 Annual General Meeting for tenure of one year, and two representatives of the Board of Directors nominated by the Board. The Committee met four (4) times in the year, on the following days: March 21, 2023, May 18, 2023, August 10, 2023 and November 7, 2023.

**COMPOSITION**

1) Professor Caleb Adeniyi Osuntogun, OFR	-	Shareholder/Chairman
2) Dr. Zulikat Wuraola Abiola	-	Director/Member
3) Ms. Oluwaseun Abimisola Oni	-	Director/Member
4) Chief Robert I. Igwe	-	Shareholder/Member
5) Mr. Niyi Aderohunmu	-	Shareholder/Member
6) Chief Simeon Akinyemi Odubiyi*	-	Shareholder/Member

\*No longer a member

Members' attendance at the Statutory Audit Committee meetings during the financial year ended December 31, 2023 is as stated below:

Name	21/03/2023	18/05/2023	10/08/2023	7/11/2023
Professor Caleb Adeniyi Osuntogun, OFR	P	P	P	P
Chief Robert I. Igwe	P	P	P	P
Dr. Zulikat Wuraola Abiola	P	P	P	P
Ms. Oluwaseun Abimisola Oni	P	P	P	P
Mr. Niyi Aderohunmu	N	N	P	P
Chief Simeon Akinyemi Odubiyi	P	P	R	R

**P = Present****N = Not yet a Member****R = Replaced (\*Ceased from being a member with effect from July 6th 2023)**



RC 13215

betaglass Plc Annual Report 2023

## Corporate Governance Report (Cont'd)

As at December 31, 2023

In 2023 the Statutory Audit Committee:

- reviewed the results of the audits undertaken by the Internal Audit department and considered the adequacy of management's responses to the matters raised, including the implementation of any recommendations made.
- reviewed and approved the 2023 Internal Audit programme, including the proposed audit approach, coverage, and allocation of resources.
- reviewed the effectiveness of Internal Audit, taking into account the views of directors and senior management on matters such as independence, proficiency, resourcing, and audit strategy, planning and methodology.
- reviewed regular reports on control issues of Company level significance, including details of any remedial action being taken. It considered reports from the Internal and external auditors on the Company's systems of internal control and reported to the Board on the results of its review.

The Internal Audit department is an independent function that ensures that all operations are executing their duties in accordance with the corporate objectives, policies and procedures of the Company. In particular, Internal Audit seeks to ensure that internal financial control systems across the Company remain robust, consistent and sound. The Internal Audit department displays substantial commitment in maintaining an adequate risk-based audit function as well as full compliance with Section 31 of the Code.

The Internal auditor acts according to the International Standards for the Professional Practice of Internal Auditing and the policies and procedures of the Company and reports directly to the Statutory Audit Committee.

### BOARD APPOINTMENT, INDUCTION AND TRAINING

The process of appointing a new Director commences when a vacancy is declared by the Board. The Board determines the required skill, knowledge, competence, and experience relevant to the Company's goals and mission. The curriculum vitae of candidates satisfying the requirements are forwarded to the Governance and Remuneration Committee for consideration and recommendation to the Board. The Board thereafter scrutinizes the Committee's recommendation and appoints the candidate as a Director of the Company, if found suitable. At the next Annual General Meeting, the appointed Director is presented to the shareholders for election.

Upon appointment of a Director to the Board, the Director receives a letter of appointment and executes a Service Agreement containing the Terms and Conditions of the Director's employment.

### BOARD NOMINATION POLICY

The Company has a Nomination Policy which provides for a clearly defined, formal, rigorous and transparent procedure for the appointment of directors to the Board and that the criteria for the selection of directors should be defined to reflect the strength and weakness, required skills and experience as well as the age range and gender composition of the Board.

### BOARD REMUNERATION POLICY

In compliance with Section 14.1 to 14.3 of the Securities and Exchange Commission (SEC) Corporate Governance Guidelines (SCGG), the Company has a Remuneration Policy which serves to guide its Directors and Senior Management Levels on the criteria and mechanism for determining levels of remuneration and the frequency



RC 13215

betaglass Plc Annual Report 2023

## Corporate Governance Report (Cont'd)

As at December 31, 2023

for review of such criteria and mechanism. The policy clearly defines the process for determining the Executive and Non-Executive Directors' compensation and provide how and to what extent, the Executive Directors' reward should be linked to corporate and individual performance.

### STATEMENT OF COMPANY'S RISK MANAGEMENT POLICIES AND PRACTICES

The Board of Directors has the responsibility of ensuring the maintenance of a sound system of internal control and risk management and discharges this responsibility through its Board Risk and Audit Committee, Management provided assurance to the Board during the financial year that the risk management control and compliance systems in the Company are operating efficiently and effectively.

Specifically, our risk management objectives are to:

- demonstrate good corporate governance by managing our risks effectively.
- prioritize risks appropriately and take appropriate risks for appropriate return in line with our risk culture and appetite.
- avoid damage to our reputation, brands, and our economic profit.
- Identify and maximize the benefit from new opportunities, challenges, and initiatives.

The Company has a risk management framework in place which is integrated into the day-to-day operations of the business and provides guidelines and standards for administering the acceptance and on-going management of key risks such as operational, reputational, financial, market, technology, and compliance risks.

### COMMUNICATION POLICY

In compliance with Section 35 of the SCGG, the Company has in place a Communications Policy which seeks to provide clear, efficient, and easy to use channels of communication between the Company, the Board, Management team, employees and the Company's shareholders, stakeholders and the general public.

The Company is committed to managing an open and consistent communication policy with shareholders, potential investors, and other interested parties. The objective is to ensure that the perception of those parties about the historical record, current performance and prospects of the Company is in line with management's understanding of the actual situation.

The guiding principles of this policy, as it relates to shareholders, are that the Company gives equal treatment to its shareholders in equal situations; that any price sensitive information is published in a timely manner; and that information is provided in a format that is as full, simple, readable, understandable, transparent, and consistent as possible.

The Company has an established website and investor-relations portal where the Company's Annual Reports and other relevant information about the Company is published and made accessible to the public.

### CONFLICT OF INTEREST POLICY

In compliance with Section 13 of the SCGG, the Company has a Conflict-of-Interest Policy that ensures transparency and seeks to protect the interest of the Company and its shareholders. This Policy provides guidance in identifying and handling potential and actual conflicts of interest involving the interests of the Board, its individual directors and the Company regarding any matter that may come before the Board or any of its committees.

### COMPLAINTS MANAGEMENT POLICY

In compliance with the Securities and Exchange Commission Guidelines that all Capital Market Operators must



RC 13215

betaglass Plc Annual Report 2023

## Corporate Governance Report (Cont'd)

As at December 31, 2023

develop a complaints policy framework on how to resolve complaints arising from issues covered under the Investment and Securities Act, 2007, the Company has a Complaints Management Policy which will ensure that all complaints and enquiries from the Company's shareholders are managed in a fair, impartial, efficient, and timely manner. A copy of this policy is made available on the Company's website at [www.betaglass.com](http://www.betaglass.com).

### SECURITIES TRADING POLICY

In compliance with Rule 17.15 of the NGX Amended Rules, the Company has a Securities Trading Policy in place which serves to guide its Directors, Management, Officers, and related persons in dealing with its shares. A copy of the Policy has been distributed to all employees and is available on the Company's website at [www.betaglass.com](http://www.betaglass.com).

### FINANCIAL REPORTING AND INTERNAL CONTROL

The Company produces a detailed Annual Report and Financial Statements, which provides insight into the business and its financial results, according to relevant international and local standards and regulations. The Annual Report is sent to every shareholder ahead of the Annual General meeting. The Company publishes full, and half-year and quarterly results as required by the Investment and Securities Act 2007. The results are published in two national dailies with wide circulation. All the financial information released for public consumption is approved by the Board. The share price sensitive information is disseminated simultaneously to all shareholders without giving any preferential treatment to anyone.

The Company has put in place adequate internal control procedures which include an independent audit function reporting to the statutory audit committee and the Board Risk and Audit Committee. The internal audit function assists the directors and management to maintain effective controls through periodic evaluation to determine the effectiveness and efficiency of the company's internal control systems and make recommendations for enhancement or improvement.

The Directors have gone through the reports of the Committees and are satisfied with the adequacy and effectiveness of the internal control framework of the Company.

### PRINTED MATERIAL

The Company produces a detailed Annual Report and Financial Statements, which provides insight into the business and its financial results, according to relevant international and local standards and regulations. In addition, the Company publishes full year, half year and quarterly results.

### WHISTLE BLOWING POLICY

The Company has put in place a Whistle Blowing Policy which is called "Speak-Up Policy" and known to all stakeholders. The Policy has a dedicated "hot line" and email system which can be used discretely to report unethical practices.

### SUSTAINABILITY ISSUES

In compliance with Section 28.2(l) of the Nigerian Code of Corporate Governance, 2018, the Company ensures compliance with Sustainability Issues.

Our commitment to sustainability is shown in the continually set high standards of safety at the workplace, improved working conditions and health and wellness of our employees.

Additionally, the Company frowns at corruption and unethical practice and encourages its employees,



RC 13215

## Corporate Governance Report (Cont'd) As at December 31, 2023

contractors, and business partners to always ensure the highest standards of integrity and compliance with all relevant laws.

As a Company, we firmly believe that we have an important role to play in creating a thriving society in Nigeria. We remain committed to delivering on social investments that impact lives in our various host communities across the country. We also implement measures that help us reduce the impact our operations have on the environment. Furthermore, we create significant value directly in these communities through our daily operations by providing jobs, engaging services, sourcing materials from suppliers, and paying local levies.

Details of our sustainability activities in the year ended 31 December 2023 are in a separate Sustainability Report that will be published annually.

### CODE OF BUSINESS CONDUCT AND ETHICS

Beta Glass PLC is a member of Frigoglass Group and follows the Code of Business Conduct (CoBC) for Frigoglass group companies. In addition to this, the Directors are also bound by the Company's Directors' Code of Conduct and Ethics. The CoBC constitutes an integral part of responsible corporate governance to which the Frigoglass Group including Beta Glass Plc has committed itself. The CoBC can be accessed at <https://www.betaglass.com/corporate-governance/> and provides guidance on achieving corporate objectives through operating with honesty, fairness, and integrity. The CoBC contains the following amongst others:

- Corporate values
- Compliance with laws and regulations
- Commitment to and expectations of our employees
- Our responsibilities to customers, suppliers, and markets
- Our commitment to shareholders
- Our responsibilities to the public

The Code of Business Conduct (CoBC) also covers key policies that govern our conduct in all facets of the Company's operations such as policies on Anti-Corruption, Anti-Money Laundering, Competition and Anti-Trust.

The CoBC is subscribed to by all members of the Board of Directors, Managers, and all Employees of the Company. The Company mandates strict adherence to the Code in the Company's Day-to-day operations.

Anti-Corruption and Bribery Policy: The Company recognizes corruption as a major threat to business and to national development. The Company and the Board have committed themselves to transparent dealings and the establishment of a culture of integrity and zero tolerance of corruption and corrupt practices. The Company therefore has in place an Anti-Corruption and Bribery Policy which seeks to reiterate the Company's dedication to the compliance and enforcement of anti-bribery and corruption regulations and policies.

### KEY MANAGEMENT PERSONNEL COMPENSATION

In accordance with provision of sections 257 of Company and Allied Matters Act (CAMA) 2020 on disclosure of remuneration of managers, the key management team are the managers of the company, and their remuneration includes salaries with other short term benefit and contribution to a post-employment defined contribution plan as stated below:

	2023	2022
	N 000	N 000
Salaries and other short term employee benefit	135,625	118,987
Contribution to a compulsory pension fund scheme	3,097	2,978



RC 13215

betaglass Plc Annual Report 2023

**Corporate Governance Report (Cont'd)**

As at December 31, 2023

**Total** **138,722**      **121,965**

**SUBSTANTIAL INTEREST IN SHARES**

According to the register of members the following entities held more than 5% of the issued share capital of the Company as at 31 December 2023.

	<b>2023 Number of Shares</b>	<b>%</b>	<b>2022 Number of Share</b>	<b>%</b>
Frigoglass Industries (Nigeria) Limited	371,269,358	61.88	371,269,358	61.88
Frigoinvest Holdings BV	-	-	48,999,757	8.17
Frigoinvest Nigeria Holdings BV	48,999,757	8.17	-	-
Stanbic IBTC Nominees Nigeria Limited	37,378,137	6.23	37,610,191	6.27

**ANALYSIS OF SHAREHOLDING**

The issued and fully paid-up share capital of the Company is N299,983,200 divided into 599,966,400 ordinary shares of 50k each. The shareholding range analysis as at reporting date is as shown below;

<b>31 December 2023</b>				
<b>Range</b>	<b>Holders</b>	<b>%</b>	<b>Volume</b>	<b>%</b>
1 - 5,000	5,082	77.81	6,280,502	1.05
5001 - 10,000	628	9.62	4,392,711	0.73
10,001 - 50,000	604	9.25	12,442,954	2.07
50,001 - 100,000	81	1.24	5,534,005	0.92
100,001 - 500,000	106	1.62	18,899,127	3.15
500,001 - 1,000,000	10	0.15	6,946,024	1.16
1,000,001 and Above	20	0.31	545,471,077	90.92
<b>Totals</b>	<b>6,531</b>	<b>100.00</b>	<b>599,966,400</b>	<b>100.00</b>



RC 13215

betaglass Plc Annual Report 2023

**Corporate Governance Report (Cont'd)**

As at December 31, 2023

**SHARE CAPITAL HISTORY**

The issued and fully paid-up share capital of the Company as at December 31, 2023 was N 299,983,200. The share capital had been progressively increased over the years as follows:

Date	Authorised Share Capital Increased		Issued and Fully Paid Up Share Capital Increase		Consideration
	From N	To N	From N	To N	
Nov 20, 1974	3,000,000	3,000,000	Cash	-	
Dec 13, 1974	3,000,000	5,000,000	3,000,000	5,000,000	Cash
Nov 25, 1975	5,000,000	6,000,000	5,000,000	6,000,000	Cash
Jul 23, 1977	6,000,000	6,625,000	6,000,000	6,625,000	Cash
Oct 2, 1980	6,625,000	14,625,000	6,625,000	14,625,000	Cash
Apr 19, 1984	14,625,000	20,625,000	14,625,000	20,625,000	Cash
Feb 23, 1990	20,625,000	35,625,000	20,625,000	34,972,250	Cash
May 24, 1994	35,625,000	80,625,000	34,972,250	79,972,250	Cash (Right Issue 3:2)
Sep 29, 1994	80,625,000	155,625,000	79,972,250	104,972,250	Bonus Issue 1:3
Sep 2, 1996	155,625,000	155,625,000	104,972,250	100,000,000	Pref Share Redemption
March 2, 1998	155,625,000	155,625,000	100,000,000	125,000,000	Bonus Issue 1:4
Jul 20, 1999	155,625,000	250,000,000	125,000,000	206,600,000	Merger of Delta & Guinea Glass
Feb 15, 2001	250,000,000	250,000,000	206,600,000	227,260,000	Bonus Issue 1:10
Apr 24, 2008	250,000,000	300,000,000	227,260,000	249,986,000	Bonus Issue 1:10
July 5, 2022	300,000,000	599,966,400	249,986,000	299,983,200	Bonus Issue 1:5

**FINES & PENALTIES**

At the end of the reporting period, there was no penalty paid for non-compliance matters with respect to regulatory bodies. The Board and the Company remain committed to ensuring compliance with rules and regulations issued by its Regulators.

**AUDITORS**

Messrs. Ernst & Young, having been Auditors of the Company for 7 years have indicated their willingness to continue in office as Auditors of the Company in accordance with Section 401 (2) of the Companies and Allied Matters Act, 2020.

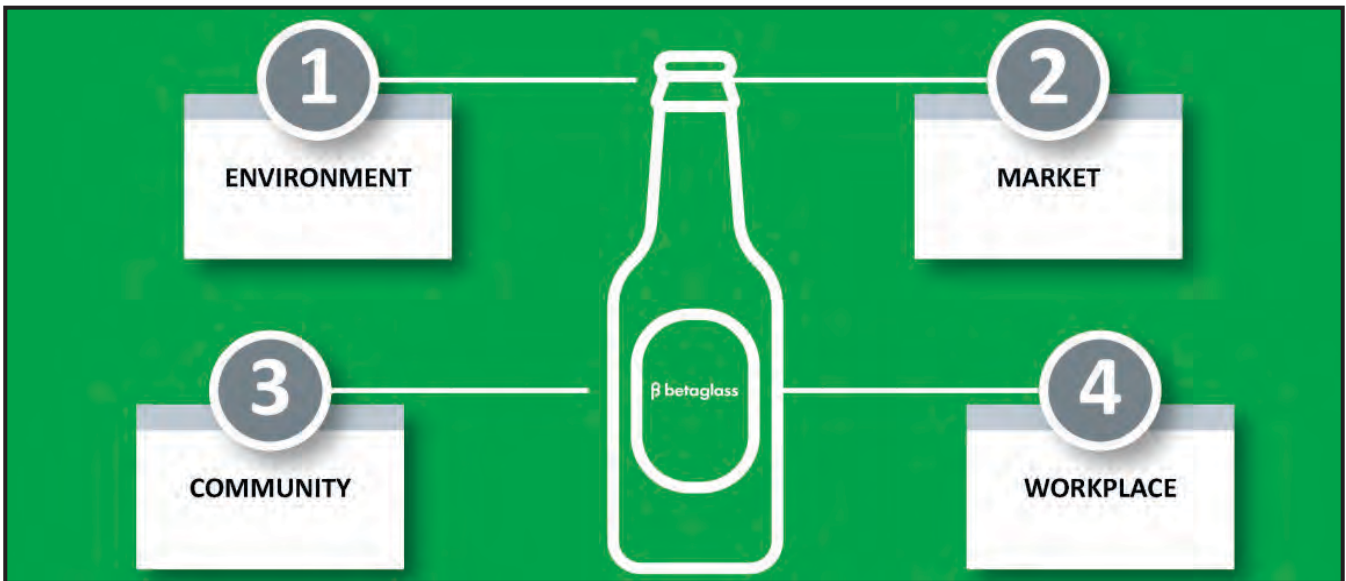
**STATEMENT OF COMPLIANCE**

The Company complied with all regulatory filings and requirements. Financial Reporting Council of Nigeria (FRCN) reviewed the Company's Financial Statements for the year ended 31 December 2022 and raised a demand for N15 million for aspect relating to International Financial Reporting Standards (IFRS). Based on the letter of appeal sent by management to the FRCN, it is assessed that outflow of economic benefit is currently not highly probable. There were no other contraventions and regulatory infractions incurred during the year 2023.



RC 13215

# Sustainability Report



## ENVIRONMENT

In order to achieve our Net Zero targets we are developing an action plan incorporating all aspects and functions of our operations that aims to embed Net Zero in the company's strategy and operating model and drive efficiency and innovation.

### ACHIEVEMENT:



## OBJECTIVES

- Actively address environmental impact guided by Net Zero commitment.
- Align initiatives with UN Sustainable Development Goals.
- Strategic priorities: emission reduction, energy efficiency, recyclability promotion, energy consumption reduction, resource efficiency enhancement, waste minimization.
- Emphasize innovative solutions, employee awareness, and eco-friendly practices.

### Net Zero Vision

Betaglass commits to reach **net-zero GHG emissions** across the **value chain** by 2050.

### Near-Term targets

Betaglass commits to reduce **absolute scope 1** and 2 GHG emissions **48.3% by 2030** from a 2019 base year. Betaglass also commits to reduce **absolute scope 3** GHG emissions **27.5%** within the same timeframe.

## MARKETPLACE

Our goal is to continue our procurement strategy, maintain and if possible, expand the proportion of our local spending in order to have a positive impact in the economies and communities of our operations.

### UN SDG Alignment:



## OBJECTIVES

- Focus on quality and innovation for lasting success.
- Aligned with UN SDGs, targeting economic growth, industry resilience, responsible consumption, and ethical business practices.
- Strategic priorities: economic stability, customer satisfaction, product quality, responsible supply chain practices.
- Promote transparency and responsibility.

### ACHIEVEMENT

- Extended Producer Responsibility program - Cullet Sourcing Strategy Implementation



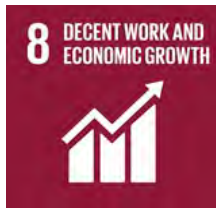
RC 13215

# Sustainability Report

## COMMUNITY

Our goal is to continue our procurement strategy, maintain and if possible, expand the proportion of our local spending in order to have a positive impact in the economies and communities of our operations.

### Alignment:



## OBJECTIVES

- We emphasize responsible corporate governance structure.
- Aligned with UN SDGs, focus on community relations, health, economic growth, innovation, and reduced inequalities.
- Strategic priorities: engage and invest in local communities, hire local talent, support local suppliers.
- Reflect commitment to social responsibility and sustainability.

## ACHIEVEMENT

- Attainment of over 72% proportion of spending on local suppliers

## WORKPLACE

Beta Glass's Workplace Sustainability Strategy prioritizes its people as the most valuable asset. Aligned with UN SDGs, it aims to enhance health, equality, economic growth, and reduce inequalities.

### Alignment:



## OBJECTIVES

- Ensure a safe and healthy work environment for all employees.
- Uphold fair labor standards and promote employee well-being.
- Provide opportunities for skill development and career growth.
- Promote diversity and inclusion in the workplace.
- Cultivate a culture of safety and well-being among employees.

## ACHIEVEMENT

- Sustained certification of the ISO 45001:2018 Occupational Health and Safety Management System
- Implementation of Mental Health Awareness Program to promotion of workers' health and well being.



RC 13215

betaglass Plc Annual Report 2023

## Circular to Shareholders

As at December 31, 2023

### **CIRCULAR TO SHAREHOLDERS SEEKING A GENERAL MANDATE AUTHORIZING TRANSACTIONS WITH RELATED PARTIES OF VALUE UP TO AND MORE THAN 5% OF BETA GLASS PLC NET TANGIBLE ASSETS.**

In accordance with Paragraph 6.0 of the Nigerian Stock Exchange Rules Governing Transactions with Related Parties or Interested Persons, Beta Glass Plc., hereby seeks a general mandate from shareholders in general meeting, authorizing the company to enter into recurrent transactions necessary for its day to day operations such as the purchase and sale of supplies and materials and procurement of goods and services, with its related parties up to transactions of a value equal to or more than 5% of Beta Glass Plc's net tangible assets.

The following information is hereby provided in respect of the transactions for which the general mandate is sought:

- I. Class of interested persons with which the entity at risk will be transacting:
  - a. Frigoglass Industries Nigeria Limited (FINL), the parent company;
  - b. Frigoglass Service Single Member SA - Subsidiary of Frigoinvest Holdings BV
  - c. Nigeria Bottling Company Limited (NBC), an indirect shareholder;
  - d. Frigoglass Global Limited (FGL), a subsidiary of Frigoinvest Nigeria Holdings BV; and
  - e. A.G. Leventis Nigeria Limited (AGL) Indirect shareholder and two common directors
- ii. Nature of transactions contemplated under the mandate:
  - a. Grant of license of know-how from FGL;
  - b. Receipt of management service from Frigoglass Service Single Member SA
  - c. Manufacture and sales of glass bottles to NBC;
  - d. Loans and deposits between BG and FINL;
  - e. Receipt of haulage and secretariat services from AGL.
- iii. Rationale for, and benefit to the entity:
  - a. Technological know-how in the design and manufacturing of glass tank (furnace), manufacture of bottles, annealed tableware;
  - b. Significant contribution to the Company's revenue;
  - c. Overall improvement in management efficiency;
  - d. Greater negotiating power with banks and ability to negotiate more favourable deposit/funding facility rates; and
  - e. Good fleet of truck for haulage and professional secretariat services.
- iv. Methods or procedures for determining transaction prices:
  - a. Comparable uncontrolled price method; and
  - b. Cost plus method.
- v. We have received Independent financial advisers' opinion which confirmed that our transfer pricing methods or procedures are sufficient to ensure that the transactions shall be carried out on normal commercial terms and shall not be prejudicial to the interests of Beta Glass Plc. and its minority shareholders.
- vi. Beta Glass Plc, shall obtain a fresh mandate from the shareholders if the transfer pricing methods or procedures become inappropriate and;
- vii. FINL and BG through their representative and any common Directors with the remaining mentioned related parties shall abstain from voting on the Resolution approving the General mandate.

In accordance with Paragraph 6.2 of the Nigerian Exchange Group Rules Governing Transactions with Related Parties or Interested Persons, Beta Glass hereby disclose, in Note 29 (ci) and (cii) of the 2023 Financial Statements, the nature and aggregate value of transactions with Related Parties.

Dated this 26th day of March 2024

**By Order of the Board**

**DCSL Corporate Services Limited**

Company Secretaries

Lagos, Nigeria

Anne Agbo – FRC/2013/NBA/00000000855



RC 13215

## Statement of corporate responsibility for the financial statements

As at December 31, 2023

Further to the provisions of section 405 of the Companies and Allied Matters Act, 2020, We hereby certify that:

- a) We the undersigned have reviewed the audited financial statements of Beta Glass Pic ("the Company") for the year ended 31 December 2023.

Based on our knowledge as officers of the Company, the audited financial statements do not contain:

- i. any untrue statement of a material fact, or
  - ii. omit to state a material fact, which would make the statement misleading in the light of the circumstances under which the statement was made.
- b) Based on our knowledge, the financial statements and other financial information included in the financial statements fairly represent in all material respect, the financial conditions and results of operations of the Company as of, and for the period presented in the report.
- c) We, the undersigned:
- i. are responsible for establishing and maintaining controls;
  - ii. have designed such internal controls to ensure that material information relating to the Company is made known to us by others within the entity particularly during the period in which the periodic reports are being prepared;
  - iii. have evaluated the effectiveness of the Company's internal controls as of date within 90 days prior to the report.;
  - iv. have presented in the report our conclusions about the effectiveness of the internal controls based on the evaluation as of that date;
- d) We have disclosed to the external auditors of the Company and the audit committee:
- i. all significant deficiencies in the design or operation of the internal controls which would adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's Auditors any material weakness in internal controls, and
  - ii. any fraud, whether or not material, that involves management or other employees who have significant role in the Company's internal controls.
- e) There are no significant changes in internal controls subsequent to the date of our evaluation, including any corrective actions with regard to significant deficiencies and material weakness.

**Mr. Darren Bennett-Voci**  
Managing Director  
26 March 2024  
FRC/2016/IODN/00000015783

**Mr. Dhanikonda Shanker**  
Chief Financial Officer  
26 March 2024  
FRC/2013/ANAN/0000002336



RC 13215

betaglass Plc Annual Report 2023

## Statement of Directors' Responsibilities in relation to the preparation of financial statements

As at December 31, 2023

The Companies and Allied Matters Act, 2020 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company at the end of the year and of its profit or loss. This responsibility includes:

- a. ensuring that the Company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of the Companies and Allied Matters Act, 2020;
- b. designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; and
- c. preparing the Company's financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, that are consistently applied.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards issued by the International Accounting Standards Board, Financial Reporting Council of Nigeria (Amendment) Act 2023 and the provisions of the Companies and Allied Matters Act, 2020.

The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its profit for the year ended 31 December 2023. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve months from the date of this statement.

**Dr. Zulikat Wuraola Abiola**  
Director

26 March 2024

FRC/2022/PRO/DIR/003/04446355025

**Mr. Darren Bennett -Voci**  
Managing Director

26 March 2024

FRC/2016/IODN/000000 15783



RC 13215

**betaglass Plc** Annual Report 2023

## **Report of the Statutory Audit Committee** As at December 31, 2023

In accordance with the provisions of Section 404(7) of the Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria (Amendment) Act 2023.

- We have reviewed the scope and planning of the audit for the year ended December 31, 2023, which in our opinion were adequate.
- We have reviewed the External Auditors' findings and recommendations on Management matters and are satisfied with Management's responses and actions thereon.
- We have also kept under review the efficacy of the Company's internal control and system of accounting.
- We confirm that the reporting and accounting policies of the Company are in accordance with legal requirements and agreed ethical practices.

**Professor Caleb Adeniyi Osuntogun, OFR**  
Chairman of the Statutory Audit Committee  
FRC/2019/CDIR/00000019269

Dated this **19th** day of **March, 2024**

### **Members of the Statutory Audit Committee**

Prof. Caleb A. Osuntogun, OFR	- Chairman
Chief Robert I. Igwe	- Member
Tpl. Niyi Aderohunmu	- Member
Dr. Zulikat W. Abiola	- Member
Ms. Oluwaseun A. Oni	- Member



RC 13215

betaglass Plc Annual Report 2023

**EY**Building a better  
working worldErnst & Young  
10th Floor  
UBA House  
57, Marina  
P. O. Box 2442, Marina  
Lagos.Tel: +234 (01) 631 4500  
Fax: +234 (01) 463 0481  
Email: [services@ng.ey.com](mailto:services@ng.ey.com)  
[www.ey.com](http://www.ey.com)

## Independent Auditors' Report To the Members of Beta Glass Plc

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Beta Glass Plc ('the Company'), which comprise the statement of financial position as at 31 December 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Beta Glass Plc as at 31 December 2023, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements section of our report*. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

#### Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "Beta Glass Plc Annual Financial Statements for the year ended 31 December 2023", which includes Directors' Report, Statement of Corporate Responsibility for the Financial Statements, Statement of Directors' Responsibilities in Relation to the preparation of Financial Statements, Report of the Statutory Audit Committee, and Other National Disclosures which we obtained prior to the date of this report. The other information does not include the financial statements and our auditor's report thereon.



RC 13215

betaglass Plc Annual Report 2023

Building a better  
working worldErnst & Young  
10th Floor  
UBA House  
57, Marina  
P. O. Box 2442, Marina  
Lagos.Tel: +234 (01) 631 4500  
Fax: +234 (01) 463 0481  
Email: [services@ng.ey.com](mailto:services@ng.ey.com)  
[www.ey.com](http://www.ey.com)

## Independent Auditors' Report To the Members of Beta Glass Plc

### Report on the Audit of the Financial Statements (Cont'd)

#### *Other Information (Cont'd)*

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### *Responsibilities of the Directors for the Financial Statements*

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:



RC 13215

**betaglass Plc** Annual Report 2023



Ernst & Young  
10th Floor  
UBA House  
57, Marina  
P. O. Box 2442, Marina  
Lagos.

Tel: +234 (01) 631 4500  
Fax: +234 (01) 463 0481  
Email: [services@ng.ey.com](mailto:services@ng.ey.com)  
[www.ey.com](http://www.ey.com)

## **Independent Auditors' Report To the Members of Beta Glass Plc**

### **Report on the Audit of the Financial Statements (Cont'd)**

#### ***Auditor's Responsibilities for the Audit of the Financial Statements (Cont'd)***

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.



RC 13215

**betaglass Plc** Annual Report 2023Building a better  
working worldErnst & Young  
10th Floor  
UBA House  
57, Marina  
P. O. Box 2442, Marina  
Lagos.Tel: +234 (01) 631 4500  
Fax: +234 (01) 463 0481  
Email: [services@ng.ey.com](mailto:services@ng.ey.com)  
[www.ey.com](http://www.ey.com)**Independent Auditors' Report  
To the Members of Beta Glass Plc****Report on the Audit of the Financial Statements (Cont'd)*****Auditor's Responsibilities for the Audit of the Financial Statements (Cont'd)***

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

***Report on Other Legal and Regulatory Requirements***

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- In our opinion, proper books of account have been kept by the Company, in so far as it appears from our examination of those books;
- The Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

In accordance with the requirements of the Financial Reporting Council of Nigeria (FRC) Guidance on Assurance Engagement Report on Internal Control over Financial Reporting:

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of 31 December 2023. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified opinion in our report dated 30 March 2024.

**Babayomi Ajijola**

FRC/2013/ICAN/00000001196

For: Ernst &amp; Young

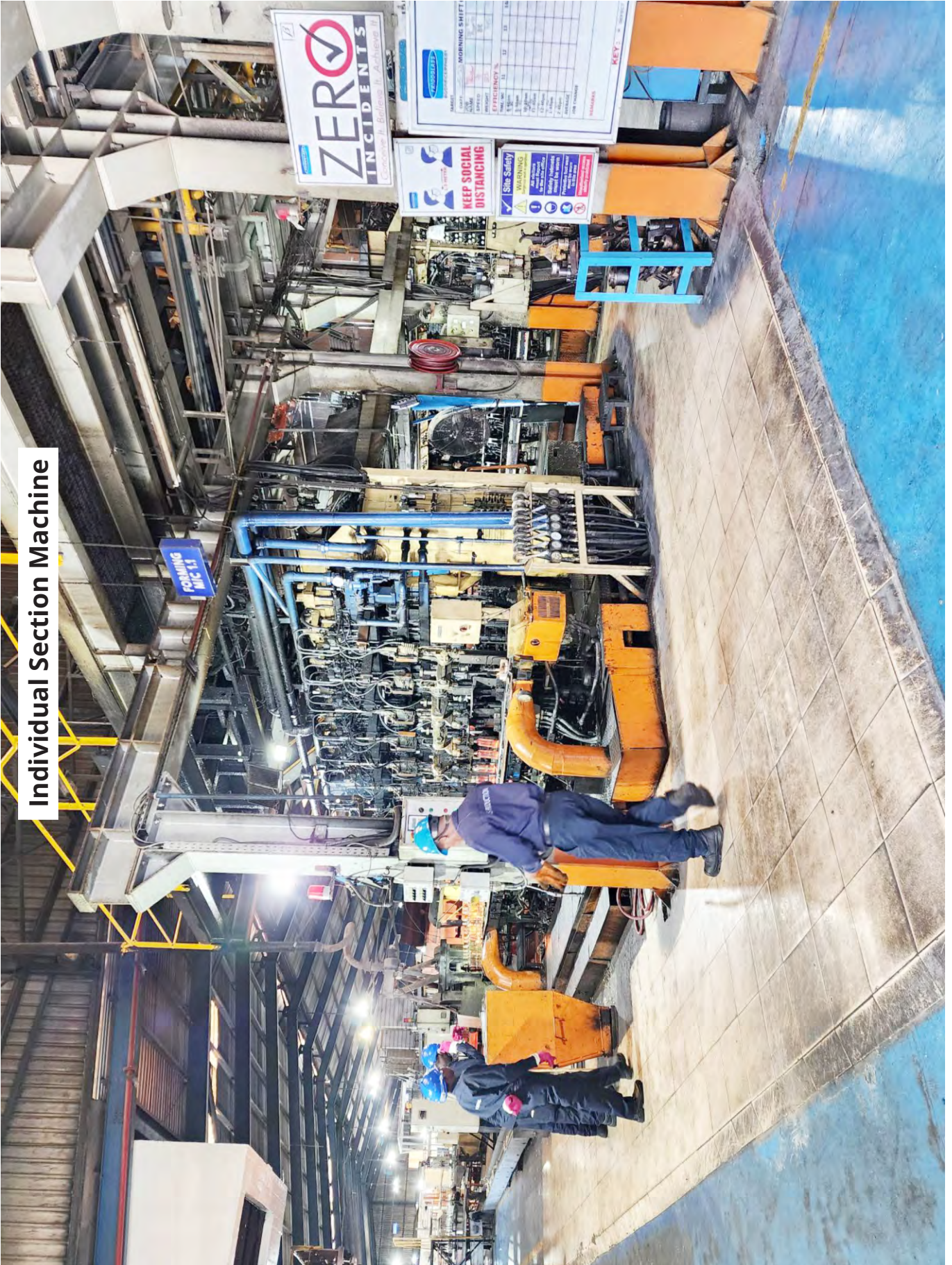
Lagos, Nigeria

30 March 2024





RC 13215



Individual Section Machine



RC 13215

betaglass Plc Annual Report 2023

**Statement of Profit or Loss and Other Comprehensive Income**

For the Year Ended 31 December 2023

		31 December 2023	31 December 2022
	Notes	N'000	N'000
Revenue from contract with customers	6	62,905,451	54,340,363
Cost of sales	7.1	(50,518,011)	(43,830,778)
<b>Gross profit</b>		<b>12,387,440</b>	<b>10,509,585</b>
Selling and distribution expenses	7.3	(318,186)	(217,994)
Administrative expenses	7.2	(3,620,563)	(3,330,488)
Credit loss expenses	7.4	(500,448)	(27,941)
Other (expenses)/income	8	(262,771)	733,422
<b>Operating profit</b>		<b>7,685,472</b>	<b>7,666,584</b>
Foreign exchange gain /(loss)	9	1,793,567	(1,285,458)
Finance income	10.1	2,083,975	1,240,761
Finance cost	10.2	(2,117,688)	(630,710)
<b>Profit before taxation</b>		<b>9,445,326</b>	<b>6,991,177</b>
Income tax expense	11	(3,003,103)	(2,305,763)
<b>Profit for the year</b>		<b>6,442,223</b>	<b>4,685,414</b>
<b>Other comprehensive income:</b>			
<b>Other comprehensive income for the year-net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year; net of taxation</b>		<b>6,442,223</b>	<b>4,685,414</b>
<b>Earnings per share (EPS)</b>			
Basic and diluted EPS (Naira)	12	10.74	7.81

The accompanying notes to the financial statements are an integral part of these financial statements.



RC 13215

betaglass Plc Annual Report 2023

**Statement of Financial Position**

As at December 31, 2023

		31 December 2023	31 December 2022
	Notes	N'000	N'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	19	33,755,079	24,344,205
Right-of-Use assets	20	39,852	51,025
Intangible assets	14	3,934	8,146
		33,798,865	24,403,376
<b>Current assets</b>			
Inventories	15	17,743,383	9,617,231
Trade and other receivables	16	28,500,192	26,131,329
Cash and cash equivalents	17	26,809,458	15,792,616
		73,053,033	51,541,176
<b>Total assets</b>		<b>106,851,898</b>	<b>75,944,552</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	21	3,828,471	3,538,605
		3,828,471	3,538,605
<b>Current liabilities</b>			
Borrowings	18	24,647,423	9,597,897
Trade and other payables	22	23,257,755	13,950,402
Current income tax	23	2,930,005	2,432,315
Dividend Payable	24	183,238	161,983
		51,018,421	26,142,597
<b>Total liabilities</b>		<b>54,846,892</b>	<b>29,681,202</b>
<b>Equity</b>			
Issued share capital	25	299,983	299,983
Share premium	25	312,847	312,847
Other reserves	26	2,429,942	2,429,942
Retained earnings	27	48,962,234	43,220,578
<b>Total equity</b>		<b>52,005,006</b>	<b>46,263,350</b>
<b>Total equity and liabilities</b>		<b>106,851,898</b>	<b>75,944,552</b>

The accompanying notes to the financial statements are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 26th March 2024 and were signed on its behalf by

**Dr. Zulikat Wuraola Abiola**

Director

FRC/2022/PRO/DIR/003/04446355025

**Mr. Shanker Dhanikonda**

Chief Financial Officer

FRC/2013/ANAN/00000002336

**Mr. Darren Bennett-Voci**

Managing Director

FRC/2016/IODN/00000015783



RC 13215

## betaglass Plc Annual Report 2023

## Statement of Changes in Equity

For the Year Ended 31 December 2023

	Issued Share capital N'000	Share premium N'000	Other reserves N'000	Retained earnings N'000	Total N'000
At 1 January 2023	299,983	312,847	2,429,942	43,220,578	46,263,350
Profit for the year	-	-	-	6,442,223	6,442,223
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year - net of taxation	-	-	-	6,442,223	6,442,223
Transaction with owners:					
<b>Dividend declared (Note 24)</b>	-	-	-	(701,961)	(701,961)
Statute barred unclaimed dividend returned (Note24)	-	-	-	1,394	1,394
<b>Total transaction with owners</b>	-	-	-	(700,567)	(700,567)
<b>At 31 December 2023</b>	<b>299,983</b>	<b>312,847</b>	<b>2,429,942</b>	<b>48,962,234</b>	<b>52,005,006</b>
At 1 January 2022	249,986	312,847	2,429,942	39,134,643	42,127,418
Profit for the year	-	-	-	4,685,414	4,685,414
Other comprehensive income for the year - net of taxation	-	-	-	-	-
Total comprehensive income for the year - net of taxation	-	-	-	4,685,414	4,685,414
Transaction with owners:					
Dividend declared (Note 24)	-	-	-	(549,969)	(549,969)
Bonus Issue from retained earnings	49,997	-	-	(49,997)	-
Statute barred Unclaimed dividend returned (Note 24)	-	-	-	487	487
Total transaction with owners	49,997	-	-	(599,479)	(549,482)
<b>At 31 December 2022</b>	<b>299,983</b>	<b>312,847</b>	<b>2,429,942</b>	<b>43,220,578</b>	<b>46,263,350</b>

The accompanying notes to the financial statements are an integral part of these financial statements.



RC 13215

betaglass Plc Annual Report 2023

## Statement of Cash Flow

For the Year Ended 31 December 2023

	Notes	31 December 2023 N'000	31 December 2022 N'000
<b>Cash flows from operating activities</b>			
Cash generated from operations	28	13,445,789	2,236,358
Income tax paid	23	(2,060,190)	(448,613)
<b>Net cash flow generated from operating activities</b>		<b>11,385,599</b>	<b>1,787,745</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	19	(13,459,475)	(5,959,361)
Purchase of right-of-use assets	20	(153,749)	(164,161)
Proceeds from disposal of property, plant and equipment		17,040	142,406
Interest received	10.1	1,453,508	765,612
<b>Net cash flow used in investing activities</b>		<b>(12,142,676)</b>	<b>(5,215,504)</b>
<b>Cash flow from financing activities</b>			
Proceeds from short term borrowings	18	7,714,795	10,102,838
Repayment of short term borrowings	18	(1,962,877)	(5,334,210)
Interest paid	18	(2,117,688)	(630,710)
Dividend paid	24	(701,961)	(549,969)
Unclaimed dividend returned	24	22,649	21,250
<b>Net cash flow generated from financing activities</b>		<b>2,954,918</b>	<b>3,609,199</b>
Net increase in cash and cash equivalents		2,197,841	181,440
Effect of exchange rate changes on cash and cash equivalents	9.1	8,819,001	(274,695)
Cash and cash equivalents at 1 January		15,792,616	15,885,871
<b>Cash and cash equivalents at 31 December</b>	<b>17</b>	<b>26,809,458</b>	<b>15,792,616</b>

The accompanying notes to the financial statements are an integral part of these financial statements.



RC 13215

betaglass Plc Annual Report 2023

## Notes to the Audited Financial Statements

For the Year Ended 31 December 2023

Note	Page	Note	Page
1 General information	49	18 Borrowings	84
2 Summary of significant accounting policies	49	19 Property, plant and equipment	85
3 Financial instruments risk management	64	20 Right-of-Use asset	87
4 Critical accounting estimates and judgements	73	21 Deferred tax liabilities	88
5 Segment information	74	22 Trade and other payables	88
6 Revenue from contracts with customers	75	23 Current income tax	89
7 Expenses by function	75	24 Dividend payable	89
8 Other (expenses) /income	77	25 Issued Share Capital and Share Premium	90
9 Foreign exchange gain / (loss)	77	26 Other reserves	90
10 Finance income and costs	78	27 Retained earnings	91
11 Income tax expense	78	28 Cash generated from operating activities	91
12 Earnings per share	79	29 Related parties	92
13 Particulars of the Directors and Employees	80	30 Contingent liabilities	94
14 Intangible Assets	82	31 Commitments	96
15 Inventories	82	32 Events after reporting date	96
16 Trade and other receivables	83	33 Securities trading policy	96
17 Cash and Cash equivalents	84	34 Compliance with regulatory bodies	96



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 1 General information

Beta Glass Plc (the Company) manufactures, distributes and sells glass bottles and containers for the leading soft drinks, breweries, wine and spirit, pharmaceutical, foods and cosmetics companies. The company has manufacturing plants in Agbara Ogun State and in Ughelli Delta State. Beta Glass Plc exports to ten countries including: Ghana, Ivory-Coast, Liberia, Sierra-leone, South Africa and Burkina faso.

The Company is a public limited company, which is listed on the Nigerian Exchange (NGX) and incorporated and domiciled in Nigeria. The address of its registered office is Iddo House, Iddo, Lagos State, Nigeria. P.O. Box 159.

Beta Glass Plc is a subsidiary of Frigoglass Industries Nigeria Limited (the parent company) which holds 61.88% of the ordinary shares of the Company. The ultimate holding company is Frigo Debtco Plc (incorporated in United Kingdom).

### 2 Summary of significant accounting policies

#### 2.1 Basis of preparation

These financial statements is the stand alone financial statements of the Company.

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), including International Accounting Standards (IAS) issued by International Accounting Standards Board and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and in accordance with requirements of Financial Reporting Council of Nigeria (Amendment) Act 2023 and provisions of Companies and Allied Matters Act (CAMA), 2020.

The financial statements have been prepared on a historical cost basis except for Inventories at lower of cost and net realisable value, zero depreciation for land, and Financial asset and financial liabilities measured initially at fair value and subsequently at amortised cost. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires directors to exercise judgement in the process of applying the Company's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Directors believes that the underlying assumptions are appropriate and that the Company's financial statements therefore present the financial position and results fairly. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4.

The financial statements comprise the statement of financial position, the statement of profit or loss and other comprehensive income, the statement of changes in equity, the statement of cash flows and the notes to the audited financial statements.

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 26th March 2024.

The financial statements have been prepared in Naira and all values are rounded to the nearest thousand (N'000), except when otherwise indicated.

#### 2.1.1 Going concern

The Company's management has made an assessment of its ability to continue as a going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Furthermore,

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.1.1 Going concern (Continued)

management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements is continue to be prepared on the going concern basis.

#### 2.1.2 Changes in accounting policies and disclosures

##### ***New and amended standards and interpretations***

The following standards have been adopted by the Company for the first time for the financial year beginning on or after 1 January 2023. The nature and effect of changes as a result of adoption of these new standards are described below:

##### **IFRS 17 Insurance Contracts**

IFRS 17 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 replaces IFRS 4 Insurance Contracts. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. The overall objective of IFRS 17 is to provide a comprehensive accounting model for insurance contracts that is more useful and consistent for insurers, covering all relevant accounting aspects. IFRS 17 is based on a general model, supplemented by: \*A specific adaptation for contracts with direct participation features (the variable fee approach) \*A simplified approach (the premium allocation approach) mainly for short-duration contracts. The new standard had no impact on the Company's financial statements as the company is not in the business of insurance.

##### **Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2**

IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

##### **Definition of Accounting Estimates - Amendments to IAS 8**

IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendment had no impact on the Company's financial statement.

##### **Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12**

The amendments to IAS 12 Income Tax narrow the scope of the initial recognition exception, so that it no

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.1.2 Changes in accounting policy and disclosure (Continued)

longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities.

The amendment had no impact on the Company's financial statement.

#### **International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12**

The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include: Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rules.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company in the current or future reporting period and on foreseeable future transactions.

#### **(b) New standards, amendments and interpretations not yet effective for adoption**

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2024 and beyond, and have not been applied in preparing this financial statements. The company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective. The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below:

#### **Amendments to IFRS 16: Lease Liability in a Sale and Leaseback**

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed.

The amendments are not expected to have any impact on the Company's financial statements as there is no arrangement of Sales and Leaseback.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.1.2 Changes in accounting policy and disclosure (Continued)

#### *(b) New standards, amendments and interpretations not yet effective for adoption (Continued)*

##### **Amendments to IAS 1: Classification of Liabilities as Current or Non-current**

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Company is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

##### **Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7**

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company in the current or future reporting period and on foreseeable future transactions.

### 2.2 Segment reporting

Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board of Directors of Beta Glass Plc.

### 2.3 Foreign currency translation

#### *(a) Functional and presentation currency*

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.3 Foreign currency translation (Continued)

currency and presentation currency of Beta Glass Plc is the Nigerian naira (N).

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at the reporting date at exchange rates of monetary assets and liabilities denominated in currencies other than the Company's functional currency are recognized in the foreign exchange gain or loss in the profit or loss.

Foreign exchange gain and losses are presented in the profit or loss as foreign exchanges gain or loss.

### 2.4 Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repairs and maintenance costs including costs of property, plant and equipment below N50,000 are charged to profit or loss during the financial period in which they are incurred.

Property, Plant and Equipment under construction are not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	%
Land	Nil
Building	3
Plant and machinery:	
- Factory equipment and tools	10
- Quarry equipment and machinery-	20
- Glass moulds -	50
- Other plant and machinery-	10
Furnaces-	14
Motor vehicles-	20
Furniture, Fittings and equipment:	
- Office and house equipment-	15
- Household furniture and fittings-	20
- Computer equipment-	25

The assets' residual values and useful lives and method of depreciation are reviewed and adjusted if appropriate, at the end of each reporting date.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.4 Property, plant and equipment (Continued)

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss when the asset is derecognised.

In the case where an asset's carrying amount is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference (impairment loss) is recorded as expense in profit or loss.

Gains and losses on disposal of property, plant and equipment are determined by the difference between the sales proceeds and the carrying amount of the asset. These gains and losses are included in profit or loss.

Interest costs on borrowings specifically used to finance the acquisition of property, plant and equipment are capitalized during the period of time required to prepare and complete the asset for its intended use. Other borrowing costs are recorded in the profit or loss as expenses. There have been no qualifying assets in both periods presented in the financial statements.

#### 2.4.1 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### ***Company as a lessee***

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### **i) Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- **Buildings 1-2 years**

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.6 - Impairment of non-financial assets.

##### **ii) Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term lease for some warehouses and guest house (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). The Company has a guest house leased to

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.4 Property, plant and equipment (Continued)

accommodate its workers at a proximate location to its plant, which it categorised as short-term leases asset. Lease payments on short-term leases are recognised as expense in profit or loss.

#### iii) Lease liabilities

At the commencement date of the lease, the Company does not have any lease liabilities measured at the present value of lease payments to be made over the lease term. The lease agreement does not contain/ include any exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease.

### 2.5 Intangible assets

#### Computer software

Capitalized software licenses are acquired and carried at acquisition cost less accumulated amortization, less any accumulated impairment. They are amortized using the straight-line method over five (5) years. Computer software maintenance costs are recognized as expenses in the profit or loss as incurred.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

### 2.6 Impairment of non-financial assets

Assets that have an indefinite useful life not subject to amortisation are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

### 2.7. Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial assets

#### 2.7.1 Initial recognition, classification and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are classified at initial recognition as, amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.7. Financial instruments – initial recognition and subsequent measurement (Continued)

##### Financial assets (Continued)

##### 2.7.1 Initial recognition, classification and measurement (Continued)

practical expedient are measured at the transaction price determined under IFRS 15. Refer to the accounting policies on revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

##### 2.7.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- a. Financial assets at amortised cost (debt instruments)
- b. Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- c. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- d. Financial assets at fair value through profit or loss

The Company's financial assets includes financial assets at amortised cost.

##### 2.7.3 Financial assets at amortised cost (debt instruments)

The Company measures financial assets at amortised cost if both of the following conditions are met:

- a. The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- b. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes trade receivables, staff advances and receivables from related parties and cash and bank balances.

The Company did not own any financial assets that can be classified otherwise during the periods presented in these financial statements.

##### 2.7.4 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.7. Financial instruments – initial recognition and subsequent measurement (Continued)

#### Financial assets (Continued)

#### 2.7.4 Derecognition (Continued)

- (a) The rights to receive cash flows from the asset have expired OR
- (b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### 2.7.5 Impairment of financial assets and financial guarantees

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms (if any).

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company calculates ECLs based on a three probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.7. Financial instruments – initial recognition and subsequent measurement (Continued)

##### Financial assets (Continued)

#### 2.7.5 Impairment of financial assets and financial guarantees (Continued)

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon.

EAD - The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise.

LGD - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

When estimating the ECLs, the Company considers three scenarios (a base case, an upside, a downside). Each of these is associated with different PDs, EADs and LGDs. In its ECL models, the Company relies on a broad range of forward looking information as economic inputs, such as:

- GDP growth
- Oil price
- Exchange rate
- Inflation rate

#### 2.7.6 Write-offs

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to profit or loss.

#### 2.8 Financial liabilities

Financial liabilities are at amortized cost. These include trade and other payables and loan and borrowings.

##### **Recognition and measurement**

Trade payables are initially recognized at fair value. Subsequently, trade payables are measured at amortized cost using the effective interest method.

Loan and borrowings are recognized initially at fair value, net of any transaction costs incurred, and subsequently at amortized cost using the effective interest method. These are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Beta Glass has given financial guarantees to Note holders on behalf of Frigo Debt Co Plc as disclosed in Note 30.

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.8 Financial liabilities (Continued)

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of: The amount of the loss allowance ; and The premium received on initial recognition less income recognised in accordance with the principles of IFRS 15. The loss allowance is recognised as a provision.

##### 2.8.1 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

#### 2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

#### 2.10 Inventories

Inventories are recorded at the lower of cost and net realisable value. The cost of inventory includes expenditure incurred in acquiring the inventory, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable selling expenses.

Raw and packaging materials is measured based on purchase cost including transportation and clearing costs on a weighted average basis. The cost of finished goods and work in progress is determined using weighted average cost of raw and packaging materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), incurred in bringing inventory to its present location and condition.

The cost of engineering spares and other consumables is determined using the weighted average method. Goods in transit is based on purchase cost incurred to date.

Allowance is made for excessive, obsolete and slow moving items. Write-downs to net realizable value and inventory losses are expensed in the period in which the write-downs or losses occur.

#### 2.11 Trade receivables

Trade receivables are recognized initially at transaction price and subsequently measured at amortised cost using the effective interest method less provision for impairment. Trade receivable is impaired using a provision matrix to calculate Expected Credit Loss (ECL). The Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.11 Trade receivables (Continued)

instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss. The expected credit loss on receivables recognised in the current year has been disclosed in the statement of profit or loss and other comprehensive income.

### 2.12 Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

### 2.13 Borrowing cost

General and specific borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets, until such a time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred. No borrowing costs were capitalised in 2023 (2022: Nil) as there were no qualifying assets.

#### 2.14.1 Current income tax

The tax for the period comprises current, education and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is recognised in other comprehensive income or directly in equity, respectively.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the reporting date.

#### 2.14.2 Deferred tax

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.14.2 Deferred tax (Continued)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, in which case the deferred tax is also dealt with in other comprehensive income or equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax liabilities on a net basis.

Deferred tax assets and liabilities are presented as non-current in the statement of financial position.

#### 2.15 Employee benefit obligation

The Company operates defined contribution pension plans for its employees in line with Pension Reform Act 2014.

A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Company has no further payment obligations once the contributions have been paid. The Company contributes 13% while employee contributes 8% of basic salary, transport and housing allowance. The Company's contributions are recognised as employee benefit expense and charged to Profit or loss account when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### 2.16 Export expansion grant

Export expansion grants (EEG) from the government are recognized initially at fair value and subsequently measured at amortised cost when there is a reasonable assurance that the grant will be received and the Company has complied with all attached conditions.

The following conditions must be met by the Company in order to receive the EEG:

- The Company must be registered with the Nigerian Export Promotion Council (NEPC)
- The Company must have a minimum annual export turnover of N5 million and evidence of repatriation of proceeds of exports.
- The Company shall submit its baseline data which includes audited financial statements and information on operational capacity to NEPC.
- An eligible company shall be a manufacturer, producer or merchant of products of Nigerian

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 2.16 Export expansion grant (Continued)

origin for the export market (i.e. the products must be made in Nigeria).

- Qualifying export transaction must have the proceeds fully repatriated within 300 days, calculated from the date of export and as approved by the EEG Implementation Committee.

#### 2.17 Revenue recognition from Contract with customers

The Company is in the business of manufacturing and sales of glassware and glass bottles for soft drink, breweries, pharmaceutical, cosmetic, food companies among others.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue comprises the fair value for the sale of goods and services net of value-added tax, rebates and discounts.

Revenue is measured at the transaction price. This is the amount that an entity expects to be entitled in exchange for transferring promised goods or services to the customer (excluding amounts collected on behalf of third parties, for example sales taxes). Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has identified a sales contract with a customer;
- the performance obligations within this contract has been identified
- the transactions price has been determined;
- this transaction price has been allocated to the performance obligations in the contract; and
- revenue is recognised as or when each performance obligation is satisfied

The sale of bottles is based on Ex-works prices agreed with the customers. Further, the consideration to be paid in one contract does not depend on the price or performance of other contract. Goods or services promised in the separate contracts are not a single performance obligation. There are no other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

The Company performs an obligation once the products or goods are transferred to the customer, that is ownership, legal title, physical possession, significant control related to the products has been transferred to the customer and the customer has accepted the products.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of bottles, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

The consideration to be received is stated in the contract i.e invoice as the contract price which is agreed, accepted and signed by the customer. Revenue comprises the fair value for sales of goods and services net of value-added tax, rebates and discounts. Rebates constitutes a variable consideration and are allocated to a single performance obligation affected.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 2.17 Revenue recognition from Contract with customers (Continued)

The transaction price as stated in the invoice relates to the performance of obligation by the entity when the goods have been delivered to the customers.

Revenue from the sales of goods is recognised when the ownership and controls of the goods are transferred to the buyer. Where goods are picked up by customers, risk is transferred immediately. Where goods are delivered, revenue is recognised when order by the customer is delivered to the customers with the evidence of the delivery note acknowledged/signed by the customers.

#### Variable consideration

Rebates constitute a variable consideration and are allocated to a single performance obligation affected.

#### Significant financing component

For bottle sales transactions, the receipt of the consideration by the Company does not match the timing of the delivery of bottles to the customer (e.g., the consideration is paid after the bottles has been delivered). Using the practical expedient in IFRS 15, the Company does not adjust the promised amount of consideration for the effects of a significant financing component since it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

#### Consideration payable to a customer:

No consideration is payable to customer in respect of sales of glass bottles.

#### Contract balances:

**Contract assets:** No contract asset as all sales are unconditional.

#### Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

### 2.18 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.



RC 13215

## Notes to the Audited Financial Statements (Cont'd) For the Year Ended 31 December 2023

### 2.19 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders.

### 3 Financial instruments risk management

The Company's business activities expose it to a variety of financial risks: market risk (including foreign exchange, interest rate, and price), credit risk and liquidity risk. The objective of the Company's risk management programme is to minimise potential adverse impacts on the Company's financial performance.

Risk management is carried out in line with policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as set the overall risk appetite for the Company. Specific risk management approaches are defined for respective risks such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity. The Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance.

Risk management is the responsibility of the Treasury Manager, which aims to effectively manage the financial risk of Beta Glass Plc, according to the policies approved by the Board of Directors. The Treasury Manager identifies and monitors financial risk. The Board provides principles for overall risk management, as well as policies covering specific areas such as foreign exchange, interest rates and credit risks, use of financial instruments and investment of excess liquidity.

The Company's financial instruments consist of trade and other receivables, trade and other payables, borrowings, cash in hand and at bank.

Risk	Exposure arising from	Measurement	Management
Market Risk- Foreign exchange	Future commercial transactions, recognised financial assets and liabilities not denominated in Naira Units	Cash flow forecasting Sensitivity analysis	Contractual agreements on exchange rates

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3 Financial instruments risk management (Continued)

Risk	Exposure arising from	Management	Management
Market risk – interest rate	Borrowings at variable rates	Sensitivity analysis	Interest rate negotiations
Credit risk	Cash and cash equivalents and trade receivables	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit. Investment guidelines for and held-to-maturity investments.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities.

#### 3.1 (a) Market risk

Market risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, price risk, such as equity price risk and commodity risk and interest rate risk. Financial instruments affected by market risk include deposits and loans and borrowings.

##### (i) Foreign exchange risk

The Company is exposed to foreign exchange risks from some of its commercial transactions and recognised assets. The Company buys and imports some of the raw materials used for production, the payments for which are made in US Dollars. Receipts for sales of finished goods in Nigeria are in Naira whilst receipts for sales of finished goods to foreign countries are in US dollars. The Company makes payments and collects receipts primarily in Nigerian Naira. Periodically however, receipts and payments are made in other currencies, mostly in the US dollar and Euro.

Management's approach to managing foreign exchange risk is to hold foreign currency bank accounts which act as a natural hedge for these transactions.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3. Financial instruments risk management - continued

#### 3.1 (a) Market risk - continued

##### (i) Foreign exchange risk - continued

The Company's exposure to US Dollar (USD) is as follows:

	2023 Euro'000	2023 USD'000	2022 Euro'000	2022 USD'000
<b>Financial assets</b>				
Cash in hand and at bank	-	23,357	-	15,761
Trade receivables	-	2,200	-	12,382
	-	25,557	-	28,143
<b>Financial liabilities</b>				
Borrowings	4,828	21,702	2,314	18,171
Trade payables	2,756	946	204	110
Related parties payable	950	-	869	388
	8,534	22,648	3,386	18,669
<b>Net amount</b>	<b>(8,534)</b>	<b>2,909</b>	<b>(3,386)</b>	<b>9,474</b>

Effects in Naira on the Company's result:

	2023 N'000	2023 N'000	2022 N'000	2022 N'000
	Effect on profit before tax Euro	Effect on profit before tax USD	Effect on profit before tax Euro	Effect on profit before tax USD
15 percent strengthening of the Naira to Euro /USD	1,272,908	(392,668)	264,126	(692,771)
15 percent weakning of the Naira to Euro /USD	(1,272,908)	392,668	(264,126)	692,771

The above analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period but it has no impact on equity. The analysis assumes that all other variables remain constant.

##### (ii) Price risk

The Company is not exposed to price risk as it does not hold any equity instruments or commodity trade at active exchange market.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3. Financial instruments risk management - continued

#### 3.1 Market risk - continued

##### (iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk arises from borrowings. Borrowings are issued at floating rates exposing the Company to cash flow interest rate risk which is partially offset by cash held at variable rates. The Company's policy on managing interest rate risk is to negotiate favourable terms with the banks to reduce the impact of exposure to this risk and to obtain competitive rates for loans and for deposits. The Company had short term borrowing as at 31 December 2023 of 24.65 billion Naira and 31 December 2022 of 9.59 billion Naira which have variable interest rate.

Interest rate sensitivity	Increase/decrease in basis point	Effect on profit before tax
<b>2023</b>		<b>N'000</b>
US Dollar	+2	3,227
Euro	+2	-8
US Dollar	-2	(3,227)
Euro	-2	8
<b>2022</b>		
US Dollar	+1	2,515
Euro	+1	-3
US Dollar	-1	(2,515)
Euro	-1	3

The basis point for the sensitivity analysis increased in 2023 as a result of increased in the interest rates

#### 3.2 Credit risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables and committed transactions.

The Company uses policies to ensure that sales of products are to customers with appropriate credit history. The granting of credit is controlled by credit limits and the application of certain terms of sale. The continuous credit worthiness of the existing customers is monitored periodically based on history of performance of the obligations and settlement of their debt. Appropriate provision for impairment losses is made for specific credit risks. At the year end, Beta Glass Plc considered that there were no material credit risks that had not been covered by Expected Credit Loss (ECL) provisions.

No credit limits on cash amounts were exceeded during the reporting period and management does not expect any losses from non-performance by these counterparties. None of the counterparties renegotiated their terms in the reporting period.

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

### 3. Financial instruments risk management (continued)

#### 3.2 Credit risk (continued)

The maximum exposure to credit risk for trade receivables approximates the amount recognized on the statement of financial position. The exposure on the financial guarantee is included in Note 30. The Company does not hold any collateral as security.

The table below analyses the Company's financial assets into relevant maturity groupings as at the reporting date.

#### 31 December 2023

Financial assets:	Neither past				Total
	due nor	Up to 90	91 - 150	Over 150	
	impaired	days	days	days	
	N'000	N'000	N'000	N'000	N'000
Cash at bank (Note 17)	26,808,984	-	-	-	26,808,984
Trade receivables (Note 16)	5,702,135	1,851,258	34,253	1,467,210	9,054,856
Receivables from related parties (Note 16)	16,449,526	9,030	-	-	16,458,556
Staff receivables (Note 16)	251,409	-	-	-	251,409
	<b>49,212,054</b>	<b>1,860,288</b>	<b>34,253</b>	<b>1,467,210</b>	<b>52,573,805</b>

#### 31 December 2022

Financial assets:	Neither past				Total
	due nor	Up to 90	91 - 150	Over 150	
	impaired	days	days	days	
	N'000	N'000	N'000	N'000	N'000
Cash at bank (Note 17)	15,851,351	-	-	-	15,851,351
Trade receivables (Note 16)	7,506,752	3,177,785	120,904	28,404	10,833,845
Receivables from related parties (Note 16)	9,306,208	1,008,027	13,184	-	10,327,419
Staff receivables (Note 16)	244,121	-	-	-	244,121
	<b>32,908,432</b>	<b>4,185,812</b>	<b>134,088</b>	<b>28,404</b>	<b>37,256,736</b>

Receivables from related parties and Staff receivables are from counterparties with low risk of default.

An analysis of the international long term credit ratings of counterparties where cash and short-term deposits are held is as follows:

i. Credit rating	2023	2022
	N'000	N'000
B-	468,931	69,576
AAA	26,339,591	15,781,616
Aa+	=	159
	<b>26,808,996</b>	<b>15,851,351</b>

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3. Financial instruments risk management (continued)

#### 3.2 Credit risk (continued)

The credit ratings is by Fitch and Augusto rating agencies and below are the interpretations of the ratings

B-: The rating indicates that Industry operates in a high-risk environment, economic fundamentals are weak, and industry risk is very high. Financial commitments are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment.

Aa+: A financial institution of very good financial condition and strong capacity to meet its obligations as and when they fall due.

AAA: A financial institution of very good condition and strong capacity to meet its obligations as and when due. Adverse changes in the environment (macro-economic, political and regulatory) will result in a slight increase in the risk attributable to an exposure to this financial institution. However, financial condition and ability to meet obligations as at when due remain strong.

In assessing the Company's internal rating process, the Company's customers and counter parties are assessed based on a credit scoring model that takes into account various historical, current and forward-looking information such as:

Any publicly available information on the Company's customers and counter parties from external parties. This includes external rating grades issued by rating agencies, independent analyst reports, publicly traded bond or press releases and articles.

Any macro-economic or geopolitical information, e.g., GDP growth relevant for the specific industry and geographical segments where the client operates.

#### Security

No security is obtained for trade receivables either in the form of guarantees, deeds of undertaking or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement. The company's sales transaction model is Business to Business model and major customers are multi-nationals while credit are granted on the strength of their credibility and past performance.

#### 3.3 Impairment of trade and related party receivables

The Company has trade receivable from sales of inventory, related party receivable and staff advances that are subject to expected credit loss model.

Cash and cash equivalents are also subject to impairment requirements of IFRS 9, the identified impairment loss was immaterial.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for different customers and the calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

### 3. Financial instruments risk management (continued)

#### 3.3 Impairment of trade and related party receivables (continued)

more than one year and are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in table (maturity grouping) above.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

The loss allowance as at 31 December 2023 and 31 December 2022 was determined as follows for trade receivables.

Trade Receivable	Days past due							Total
	Current	<30 days	31-60 days	61-90 days	91-120 days	121-180 days	Above 180 days	
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>31-Dec-23</b>								
<b>Expected credit loss rate</b>	2.08%	1.38%	10.43%	20.88%	0.00%	73.40%	100.00%	
Estimated total gross carrying amount at default	8,398,838	417,800	204,864	4,951	-	1	28,403	9,054,856
<b>Expected credit loss-</b>	<b>174,389</b>	<b>5,771</b>	<b>21,373</b>	<b>1,034</b>	<b>-</b>	<b>1</b>	<b>28,403</b>	<b>230,971</b>
<b>31-Dec-22</b>								
<b>Expected credit loss rate</b>	0.00%	0.24%	1.49%	1.06%	2.83%	3.30%	31.15%	
Estimated total gross carrying amount at default	7,506,752	1,422,815	847,691	907,279	102,341	18,563	28,404	10,833,846
<b>Expected credit loss</b>	<b>-</b>	<b>3,344</b>	<b>12,589</b>	<b>9,590</b>	<b>2,891</b>	<b>613</b>	<b>8,846</b>	<b>37,873</b>

#### Expected credit loss measurement - other financial assets

The Company applied the general approach in computing expected credit losses (ECL) for intercompany receivables and cash and cash equivalent. The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3. Financial instruments risk management (continued)

#### 3.3 Impairment of trade and related party receivables (continued)

The ECL is determined by projecting the probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each future month and for each individual exposure. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

The 12-month and Lifetime PDs are derived by mapping the internal rating grade of the obligors to the PD term structure of an external rating agency for all asset classes. The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type. The assumptions underlying the ECL calculation – such as how the maturity profile of the PDs, etc. – are monitored and reviewed on a regular basis. There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

#### Analysis at gross carrying amount

	Related Parties Receivable			
	Stage1	Stage2	Stage 3	Total
Balance as at 1 January 2023	10,327,419	-	-	10,327,419
Balance as at 31 December 2023	16,458,556	-	-	16,458,556

#### 3.4 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk is managed by maintaining sufficient cash reserves to meet operational needs at all times so that the Company does not breach borrowing limit. The Company also has access to sufficient varieties sources of funding facilities from banks namely: Trade finance, bank overdraft and short term loan to meet its short term commitments. The Company manages liquidity risk by effective working capital and cash flow management.

Beta Glass Plc invests its surplus cash in interest bearing current accounts. At the reporting date the Company had N3.07 billion including Unclaimed dividend fund (2022: 11.07) in interest bearing current accounts.

The table below summarised the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows.

	Less than 3 months N'000	3 months to 12 months N'000	Total N'000
<b>At 31 December 2023</b>			
<b>Financial liabilities:</b>			
Trade payables	14,448,407	-	14,448,407
Liability arising from financial guarantee (Note 30)	-	185,158	185,158
Amounts due to related parties (Note 29d)	1,397,053	-	1,397,053
Borrowings (Note 18)	24,647,423	-	24,647,423
	<b>40,492,884</b>	<b>185,158</b>	<b>40,678,042</b>



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3. Financial instruments risk management (continued)

#### 3.4 Liquidity risk (continued)

At 31 December 2022	Less than 3 months N'000	3 months to 12 months N'000	Total N'000
<b>Financial liabilities:</b>			
Trade payables	7,539,734	-	7,539,734
Amounts due to related parties (Note 29d)	605,158	-	605,158
Borrowings (Note 18)	9,597,897	-	9,597,897
	<b>17,742,789</b>	<b>-</b>	<b>17,742,789</b>

#### 3.5 Capital risk management

The objective of managing capital is to safeguard the Company's ability to continue as a going concern in order to maximise returns for shareholders and benefits for other stakeholders as well as maintaining the optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, capital returned to shareholders, new shares issued, or debt raised.

Consistent with others in the industry, the Company monitors capital on a monthly basis using the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as borrowings plus trade and other payable less Cash in hand and at bank. Total equity is calculated as the sum of all equity components on the statement of financial position.

The gearing ratios at 31 December 2023 and 31 December 2022 are as follows:

	2023 N'000	2022 N'000
Borrowings (Note 18)	24,647,423	9,597,897
Trade and other payables (Note 22)	23,257,755	13,950,402
Less: Cash in hand and at bank (Note 17)	(26,809,470)	(15,851,846)
<b>Net Debt</b>	<b>21,095,709</b>	<b>7,696,453</b>
<b>Total equity</b>	<b>52,005,006</b>	<b>46,263,350</b>
<b>Gearing ratio</b>	<b>0.405:1</b>	<b>0.166:1</b>



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 3. Financial instruments risk management (continued)

#### 3.6 Financial instruments which are carried at other than fair value

The carrying value of all financial assets and financial liabilities is a reasonable approximation of fair value. The approximation is due to the short term nature of the instruments. No further disclosure is required.

### 4 Critical accounting estimates and judgements

#### Critical accounting policies and key sources of estimation uncertainty

The preparation of financial statements requires directors to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on directors experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Significant accounting judgments and estimates made in the preparation of the financial statements is shown below.

#### *Plant and machinery*

Plant and machinery is depreciated over its useful life. Beta Glass Plc estimates the useful lives of plant and machinery based on the period over which the assets are expected to be available for use. The estimation of the useful lives of plant and machinery are based on technical evaluations carried out by those staff with knowledge of the machines and experience with similar assets. Estimates could change if expectations differ due to physical wear and tear and technical or commercial obsolescence. It is possible however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the plant and machinery would increase expenses and decrease the value of non-current assets.

#### **Export Expansion Grant and Negotiable Duty Credit Certificate**

Export Expansion Grant (EEG) is a very vital incentive of the Federal Government of Nigeria required for the stimulation of export oriented activities that will lead to significant growth of the non-oil export sector. Having met the eligibility criteria and registered under the scheme by the Nigerian Export Promotion Council (NEPC), the Company is entitled to a rebate on export sales in as much as it can demonstrate that the proceeds of the related sales have been repatriated through an approved channels to the country within 300 days of such export sales.

The rebate is recognised as a credit to cost of sales and as a receivable from the Federal Government of Nigeria (i.e. EEG receivable). As at 31 December 2023, EEG receivable stood at N 1.56 billion (31 December 2022: N3.59 billion) as disclosed in Note 16.

Negotiable Duty Credit Certificate (NDCC) is the instrument of the Federal Government of Nigeria (FGN) for settlement of EEG receivable. The NDCC was used for the payment of Import and Excise duties in lieu of cash. However, NEPC has stopped issuing NDCC in line with the new guidelines and all our NDCC has been returned for replacement with proposed promisory notes in line with the new guidelines.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 4 Critical accounting estimates and judgements (continued)

#### Critical accounting policies and key sources of estimation uncertainty (continued)

Though, a significant component of the EEG receivable have been outstanding for more than 1 year, no impairment charge have been recognised because they are regarded as sovereign debts. Moreover, Government have not communicated or indicated unwillingness to honour the obligations. Thus, the outstanding balances are classified as current assets accordingly. FGN settled all claims of EEG until and including 2020.

### 5 Segment information

IFRS 8 Operating segments requires operating segments to be determined based on the Company's internal reporting to the Chief Operating Decision Maker ("CODM"). The CODM has been determined to be the Board of Directors which includes executive directors and other key management. It is the Board of Directors that has responsibility for planning and controlling the activities of the Company.

The Company's reportable segment has been identified on a product basis as glass bottles. Beta Glass Plc is a one segment business.

Customer sales greater than 10% of sales of Beta Glass Plc:

	<b>2023</b>		<b>2022</b>	
	<b>N'000</b>	<b>%</b>	<b>N'000</b>	<b>%</b>
Customer 1	12,695,972	20%	12,843,405	24%
Customer 2	10,193,097	16%	9,502,671	17%
Customer 3	7,840,230	12%	7,492,630	14%
Customer 4	7,654,495	12%	7,311,317	13%

Customers 1 to 4 above are local customers that operate in Nigeria.

Revenue is generated from local and international sales. An analysis based on customer location is set out below:

	<b>2023</b>	<b>2022</b>
	<b>N'000</b>	<b>N'000</b>
Local sales	59,132,490	48,019,071
Export sales	3,772,961	6,321,292
<b>Total revenue</b>	<b>62,905,451</b>	<b>54,340,363</b>

The Board of Directors assesses the performance of the operating segment based on profit from operations.

	<b>2023</b>	<b>2022</b>
	<b>N'000</b>	<b>N'000</b>
<b>Operating profit</b>	<b>7,685,472</b>	<b>7,666,584</b>



RC 13215

betaglass Plc Annual Report 2023

**Notes to the Audited Financial Statements (Cont'd)**

For the Year Ended 31 December 2023

**6 Revenue from contracts with customers****Disaggregated revenue information**

	<b>31December 2023</b>	<b>31December 2022</b>
	<b>N'000</b>	<b>N'000</b>
Type of goods:		
Sales of glassware and bottles	62,905,451	54,340,363
Geographical markets:		
Local	59,132,490	48,019,071
Export	3,772,961	6,321,292
	<b>62,905,451</b>	<b>54,340,363</b>

Revenue from the sale of glassware and bottles are recognised at a point in time, generally upon delivery of the bottles.

N425 million (2022- N481 million) included in the revenue represents amount in contract liabilities at the beginning of the year.

Included in sales of glassware and bottles are sales to related parties of N12.69 billion (2022: N7.49 billion).

See Note 29 for further details.

**7 Expenses by nature**

	<b>31December 2023</b>	<b>31December 2022</b>
	<b>N'000</b>	<b>N'000</b>
<b>7.1 Cost of sales</b>		
Material consumed (Note 15)	21,117,324	18,129,660
Depreciation of property, plant and equipment (Note 19)	3,975,883	4,068,611
Technical assistance fees (Note 29)	2,028,700	1,752,477
Factory salaries and wages (Note 7.5)	3,291,460	2,679,103
Pension costs - defined contribution plans (Note 13c)	207,642	178,118
Fuel, gas and electricity	14,524,185	13,132,665
Other factory overheads	5,372,817	3,890,144
	<b>50,518,011</b>	<b>43,830,778</b>

Other factory overheads represents repair and maintenance of plant and machinery, building and motor vehicle, insurance premium, staff canteen expenses and other factory overheads

**7.2 Administrative expenses**

Depreciation of property, plant and equipment (Note 19)	66,910	48,636
Amortisation of intangible assets (Note 14)	4,212	4,417
Depreciation of right of use assets (Note 20)	164,922	159,942
Auditors remuneration	38,274	31,372
Legal services fees	23,958	9,312
Other professional and regulatory fees	185,313	573,033
Salaries and wages (Note 7.5)	906,401	714,923
Pension costs - defined contribution plans (Note 13c)	67,199	56,603
Other personnel cost	287,275	232,117
Directors' remuneration (Note 13d)	57,930	48,843
Head office management service fees (Note 29)	308,719	297,768
Travel and transportation	336,101	158,608
Other administrative expenses	1,173,349	994,914
	<b>3,620,563</b>	<b>3,330,488</b>

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 7 Expenses by nature (continued)

#### 7.2 Administrative expenses (continued)

Other personnel cost includes - Contribution to Industrial Training Fund (ITF) - N62Mn (2022:N40Mn), Nigeria Social Insurance Trust Fund (NSITF) - 26Mn (2022: 18Mn) (Medical expenses N109Mn (2022: N104Mn), staff training N61Mn(2022: N56Mn) and other staff welfare expenses - N29Mn (2022:N12Mn).

Included in Other administrative expenses are rent and rates - N212 million (2022: N308 million), Information and communication - N439 million (2022 - N300 million), housing expenses - N140 million (2022: N115 million), Printing and stationery, distribution and newspaper publication - N63 million (2022: N53 million) AGM expenses - N45 million (2022: N27 million), vehicle maintenance - N179 million (2022: N96 million) , others - N81 million (2022 - N96 million).

	31 December 2023 N'000	31 December 2022 N'000
<b>7.3 Selling and distribution expense</b>		
Salaries and wages (Note 7.5)	89,872	75,893
Other selling and distribution expense	228,314	142,101
	<b>318,186</b>	<b>217,994</b>
Other selling and distribution expenses includes travel expenses for the sales executives and haulage of finished goods to external warehouse and warehouse rent.		
<b>Total cost of sales, administrative expenses and distribution costs</b>	<b>54,456,760</b>	<b>47,379,260</b>

#### 7.4 Credit loss expense

The table below shows the expect credit loss (ECL ) on financial instruments for the year 2023 recorded in the profit or loss:

	Stage 1 Individual N'000	Simplified Model N'000	Total N'000
Debt instruments measured at amortised cost -Related party loans	181,410	-	181,410
Financial guarantee	185,158	-	185,158
Debt instruments measured at amortised costs - trade receivables	-	193,098	193,098
Debt instruments measured at amortised costs - Short term deposit	(59,218)	-	(59,218)
<b>Total</b>	<b>307,350</b>	<b>193,098</b>	<b>500,448</b>



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 7 Expenses by function (continued)

##### 7.4 Credit loss expense (continued)

The table below shows the ECL charge on financial instruments for the year 2022

	Stage 1 Individual N'000	Simplified Model N'000	Total N'000
Debt instruments measured at amortised costs - Related party	181,410	-	181,410
Financial guarantee	185,158	-	185,158
Debt instruments measured at amortised costs trade receivables	-	193,098	193,098
Debt instruments measured at amortised costs	(59,218)	-	(59,218)
Short term deposit			
<b>Total</b>	<b>307,350</b>	<b>193,098</b>	<b>500447.667</b>

##### 7.5 Expenses by Nature- Salary and wages

	31December 2023 N'000	31December 2022 N'000
Wages and salaries includes:		
<i>Cost of sales (Note 7.1)</i>	3,291,460	2,679,103
<i>Administrative expenses (Note 7.2)</i>	906,401	714,923
<i>Selling and distribution expense (Note 7.3)</i>	89,872	75,893
	<b>4,287,733</b>	<b>3,469,919</b>

#### 8 Other (expenses) / income

	31December 2023 N'000	31December 2022 N'000
Profit on disposal of property, plant and equipment	11,232	132,828
(Loss) / Gain on transport and others *	(366,038)	556,162
Proceed from sale of scraps	92,035	44,432
	<b>(262,771)</b>	<b>733,422</b>

\* This represents loss on haulage of goods to the customers in 2023.

The proceeds from scraps represents income from sales of waste bags from input raw materials and other waste from inventory.

#### 9 Foreign exchange gain/(loss)

	31December 2023 N'000	31December 2022 N'000
Foreign exchange gain/(loss)	<b>1,793,567</b>	<b>(1,285,458)</b>
<b>Analysed as follows:</b>		
Net Realised gain/(loss)	1,254,114	(493,588)
Unrealised gain	10,266,667	182,803
Unrealised loss	(9,727,214)	(974,673)
Net foreign exchange gain/(loss)	<b>1,793,567</b>	<b>(1,285,458)</b>



RC 13215

betaglass Plc Annual Report 2023

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 9 Foreign exchange gain/(loss) (continued)

Included in exchange gain/(loss) is 8.82 billion (2022: (274) million) Naira relating to bank balances

#### 9.1 Reconciliation of foreign exchange difference reported in the statement of cash flows

	31 December 2023	31 December 2022
	N'000	N'000
Unrealised foreign exchange gain / (loss) on cash and short term deposit	8,819,001	(274,695)
Unrealised foreign exchange loss on loan	(9,297,608)	(980,629)
<b>Net unrealised foreign exchange loss cash and borrowings</b>	<b>(478,607)</b>	<b>(1,255,324)</b>
Unrealised foreign exchange gain on other receivables & payables	1,018,060	463,454
<b>Net Unrealised foreign exchange gain /(loss)</b>	<b>539,453</b>	<b>(791,870)</b>

### 10 Finance income and costs

	31 December 2023	31 December 2022
	N'000	N'000
<b>10.1 Finance income</b>		
Interest income- related party borrowings	630,467	475,149
Interest income- fixed deposit	1,453,508	765,612
	<b>2,083,975</b>	<b>1,240,761</b>
<b>10.2 Finance cost</b>		
Interest expense	(2,117,688)	(630,710)
<b>Net finance income</b>	<b>2,050,262</b>	<b>1,850,812</b>

The interest income are generated from fixed deposit- 630 million and related parties borrowings - 1.45 billion. Interest are recognised using effective interest rate method (amortised cost).

### 11 Income tax expense

	31 December 2023	31 December 2022
	N'000	N'000
Current income tax	2,329,402	1,945,405
Education tax	383,363	270,349
Police Trust Fund levy	472	350
Income tax from back duty	-	136,017
<b>Total income tax provision for the year (Note 23)</b>	<b>2,713,237</b>	<b>2,352,121</b>
Deferred tax charge / (credit) for the year (Note 21)	289,866	(46,358)
<b>Income tax expense</b>	<b>3,003,103</b>	<b>2,305,763</b>



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 11 Income tax expense (continued)

The current tax charge has been computed at the applicable rate of 30% (31 December 2022: 30%) plus education levy of 3% (31 December 2022: 2.5%) and Police trust fund levy of 0.005% (31 December 2022: 0.005%) on the profit for the year after adjusting for certain items of expenditure and income which are not deductible or chargeable for tax purposes. Non-deductible expenses include items such as certain provisions and Bonus Issue expenses which are not allowed as a deduction by the tax authorities. Tax exempt income include income such as export profits and gain on disposal of assets which are not taxable.

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the Company as follows:

#### 11.1 Effective tax reconciliation

	31 December 2023	31 December 2022
	N'000	N'000
Profit before taxation	9,445,326	6,991,177
Tax at the Nigeria Corporation Tax rate of 30% (2022 :30%)	2,833,598	2,097,353
Tax effects of:		
Non chargeable income	(285,077)	(200,330)
Non deductible expenses	119,898	77,962
Effect of education tax and police trust levy	383,835	270,699
Back duty tax	-	136,017
Effect of tax incentive	(50,821)	(75,937)
<b>Tax charge for the year</b>	<b>3,001,433</b>	<b>2,305,764</b>
Effective tax rate	<b>32%</b>	<b>33%</b>

### 12 Earnings per share

Basic earnings per share (EPS) is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding at the end of the reporting year.

	31 December 2023	31 December 2022
Profit attributable to shareholders of the Company (N' 000)	6,442,223	4,685,414
Adjusted weighted average number of ordinary shares in issue ('000)	599,966	599,966
Basic Earnings per share (Naira)	10.74	7.81

Diluted EPS is the same as the Basic earnings per share as there are no potential securities convertible to ordinary shares.



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 13 Particulars of the Directors and Employees

a The average employees excluding Directors, employed by the Company during the year was as follows:

	31 December 2023	31 December 2022
	Number	Number
Executive Manager	5	5
Senior Manager	29	29
Manager	43	37
Supervisor	92	85
Specialist	223	192
Superintendent	166	175
Junior	235	222
	<b>793</b>	<b>745</b>

#### b Salary Range

The number of the employees in Nigeria with gross emoluments excluding retirement benefits within the bands stated below were

	31 December 2023	31 December 2022
	Number	Number
N1,000,001 - N2,000,000	212	234
N2,000,001 - N3,000,000	190	220
Over N3,000,000	391	291
	<b>793</b>	<b>745</b>

#### c Staff Cost

Staff costs for the above personnel (excluding executive Directors):

	31 December 2023	31 December 2022
	N'000	N'000
Wages and salaries (Note 7.5)	4,287,733	3,469,919
Pension costs - defined contribution plans- Cost of Sales (Note 7.1)	207,642	178,118
Pension costs - defined contribution plans- Administrative (Note 7.2)	67,199	56,603
Other personnel cost (Note 7.2)	287,275	232,117
	<b>4,849,849</b>	<b>3,936,756</b>

#### d Directors' emoluments

The remuneration paid to the Directors of the Company was:

	31 December 2023	31 December 2022
	N'000	N'000
Fees for services as Directors	57,930	48,843
	<b>57,930</b>	<b>48,843</b>



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 13 Particulars of directors and staff (continued)

#### d Directors' emoluments (continued)

Fees for services as directors include fees, sitting allowance and travel expenses. The Managing Director is the only member of management team on the board and he earns no salary from the Company. His salary is paid by Frigoglass Industries Nigeria Limited- Beta Glass Plc's parent company

	2023 N'000	2022 N'000
Analysis of Directors' emoluments:		
Fees	4,875	4,875
Sitting allowances	20,655	17,400
Travel expenses	32,400	26,568
<b>Total directors' emoluments</b>	<b>57,930</b>	<b>48,843</b>

	31 December 2023 N'000	31 December 2022 N'000
Amount paid to the Chairman	8,644	8,615
Amount paid to the highest paid Director	8,644	8,615

The number of Directors of the Company (including the highest paid Director) whose remuneration, excluding pension contributions in respect of services to the Company fell within the following ranges

	31 December 2023 Number	31 December 2022 Number
N1,000,000 - N6,000,000	1	1
N6,000,001 - N10,000,000	5	5
	6	6
Directors with no emoluments	4	3

Directors with no emoluments waived their right to receive remuneration from the Company.



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 14 Intangible Assets

	Computer software	
	2023 N'000	2022 N'000
<b>Cost</b>		
As at 1 January	60,708	60,708
As at 31 December	<b>60,708</b>	<b>60,708</b>
<b>Accumulated amortisation:</b>		
As at 1 January	(52,562)	(48,145)
Charge for the year	(4,212)	(4,417)
As at 31 December	<b>(56,774)</b>	<b>(52,562)</b>
<b>Net book value</b>		
As at 31 December	<b>3,934</b>	<b>8,146</b>

The remaining amortization period of the intangible asset is between 1 and 2 years. Amortization of N4.21 million (2022: N4.42 million) has been charged to Administrative expenses.

### 15 Inventories

	31 December 2023 N'000	31 December 2022 N'000
Raw materials	5,747,846	2,376,913
Work in progress	523,358	69,506
Finished goods	5,857,285	2,907,046
Spare parts and consumables	4,695,302	3,760,850
Goods in transit	919,592	502,916
	<b>17,743,383</b>	<b>9,617,231</b>

In 2023, the write-down of inventories to net realisable value amounted to N484.04 million 2022: (N490.78 million) and the movement is recognised as an expense in the period it occurred and included in cost of sales in profit or loss.

#### Inventory write down

	31 December 2023 N'000	31 December 2022 N'000
As at 1 January	490,787	614,781
Addition	113,926	171,332
Utilized	(120,673)	(295,326)
As at 31 December	<b>484,040</b>	<b>490,787</b>

Analysis of value of inventories charged to profit or loss is as follows:

	31 December 2023 N'000	31 December 2022 N'000
Cost of inventories included in cost of sales	21,117,324	18,129,660

The amount represents cost of materials consumed less export grants and included in cost of sales per Note 7.1



RC 13215

**Notes to the Audited Financial Statements (Cont'd)**

For the Year Ended 31 December 2023

**16 Trade and other receivables**

	31 December 2023 N'000	31 December 2022 N'000
Trade receivables	9,054,856	10,833,845
EEG receivable (Note 4)	1,563,429	3,593,681
Prepayment - others (Note 16.1)	1,009,814	983,702
Prepayment - Short term lease	45,347	87,065
Withholding tax receivable	164,278	165,326
Staff receivables	251,409	244,121
Related parties receivables (Note 29e)	16,458,556	10,327,419
	<b>28,978,530</b>	<b>26,235,159</b>
Allowance for expected credit losses	(478,338)	(103,830)
<b>Total</b>	<b>28,500,192</b>	<b>26,131,329</b>

**Analysis of Expected credit losses - 2023**

	Trade Receivable N'000	Staff Receivable N'000	Related Party Receivable N'000	Total N'000
Gross	9,054,856	251,409	16,458,556	25,764,821
ECL	(230,971)	(1,053)	(246,314)	(478,338)
<b>Net</b>	<b>8,823,886</b>	<b>250,356</b>	<b>16,212,242</b>	<b>25,286,484</b>

**Analysis of Expected credit losses- 2022**

	Trade Receivable N'000	Staff Receivable N'000	Related Party Receivable N'000	Total N'000
Gross	10,833,845	244,121	10,327,419	21,405,385
ECL	(37,873)	(1,053)	(64,904)	(103,830)
<b>Net</b>	<b>10,795,972</b>	<b>243,068</b>	<b>10,262,515</b>	<b>21,301,555</b>

16.1 Prepayments includes Prepaid Insurance: N515 million (2022: N359 million), Supplier advances: N141 million (2022: N296 million), rebate from CBN on foreign exchange sold: Nil (2022: N216), software license: 244 million (2022: Nil) and Others: N108 million (2022: N113 million)

Trade receivables are non-interest bearing and are generally on payment terms of 30 - 90 days. Staff receivables are advances to staff

16.2 Set out below is the movement in the allowance for expected credit losses and bad debt:

16.2.1 Trade Receivable	2023 N'000	2022 N'000
<b>As at 1 January</b>	37,873	9,932
Additional Provision during the year	193,098	27,941
<b>As at 31 December</b>	<b>230,971</b>	<b>37,873</b>

16.2.2 Staff Receivable	2023 N'000	2022 N'000
<b>As at 1 January</b>	1,053	1,053
<b>As at 31 December</b>	<b>1,053</b>	<b>1,053</b>



RC 13215

betaglass Plc Annual Report 2023

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 16 Trade and other receivables (continued)

16.2.3 Related Parties Receivable	2023	2022
	N'000	N'000
As at 1 January	64,904	64,904
Additional provision during the year	181,410	-
<b>As at 31 December</b>	<b>246,314</b>	<b>64,904</b>

### 17 Cash and cash equivalents

	31 December 2023	31 December 2022
	N'000	N'000
Cash in hand	474	495
Cash at bank	15,743,996	3,060,351
Short-term deposit	11,065,000	12,791,000
	<b>26,809,470</b>	<b>15,851,846</b>
Expected credit loss on short term deposit (Note 17.1)	(12)	(59,230)
<b>Cash and cash equivalents</b>	<b>26,809,458</b>	<b>15,792,616</b>

17.1 Expected Credit Loss on Short Term Deposit	2023	2022
	N'000	N'000
As at 1 January	59,230	59,230
Reversal during the year	(59,218)	-
<b>As at 31 December</b>	<b>12</b>	<b>59,230</b>

### 18 Borrowings

	31 December 2023	31 December 2022
	N'000	N'000
Short term borrowings	24,647,423	9,597,897
	<b>24,647,423</b>	<b>9,597,897</b>

	31 December 2023	31 December 2022
	N'000	N'000
<b>Reconciliation of Short term Borrowings:</b>		
As at 1 January	9,597,897	4,829,269
Interest charged	2,117,688	630,710
Repayment of borrowings during the year	(1,962,877)	(5,334,210)
Interest paid	(2,117,688)	(630,710)
Foreign exchange movement	9,297,608	-
Additional borrowings during the year	7,714,795	10,102,838
<b>As at 31 December</b>	<b>24,647,423</b>	<b>9,597,897</b>

Short term borrowings represents Import Finance Facilities (IFF) from Stanbic IBTC Bank for the importation of raw materials and plant and equipment at a variable interest rate ranges from 8% to 15.25% (2022: 8% to 14.53%) normally payable within 30 to 90 days.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 19 Property, plant and equipment Year 2023

Cost	Land N'000	Building N'000	Plant and Machinery N' 000	Furniture fittings and equipment N' 000	Motor Vehicles N' 000	Furnaces N' 000	Assets under Construction N' 000	Total N' 000
At 1 January 2023	168,540	3,764,734	29,219,109	504,078	1,228,491	11,473,063	3,594,888	49,952,903
Additions	-	211,021	2,261,708	57,269	215,470	111,977	10,602,030	13,459,475
Disposals	-	-	(98,089)	(8,035)	(2,095)	-	-	(108,219)
Write off	-	(461)	-	-	-	-	-	(461)
Transfers **	-	27,295	1,189,592	36,307	30,381	29,004	(1,312,579)	-
<b>At 31 December 2023</b>	<b>168,540</b>	<b>4,002,589</b>	<b>32,572,320</b>	<b>589,619</b>	<b>1,472,247</b>	<b>11,614,044</b>	<b>12,884,339</b>	<b>63,303,698</b>

#### Accumulated depreciation and impairment loss:

At 1 January 2023	-	994,239	16,963,635	336,463	872,341	6,442,020	-	25,608,698
Charge for the year	-	111,481	2,647,023	66,910	175,113	1,042,266	-	4,042,793
On disposals	-	-	(92,413)	(7,903)	(2,095)	-	-	(102,411)
Write off	-	(461)	-	-	-	-	-	(461)
<b>At 31 December 2023</b>	<b>-</b>	<b>1,105,259</b>	<b>19,518,245</b>	<b>395,470</b>	<b>1,045,359</b>	<b>7,484,286</b>	<b>-</b>	<b>29,548,619</b>

#### Net book value:

<b>At 31 December 2023</b>	<b>168,540</b>	<b>2,897,330</b>	<b>13,054,075</b>	<b>194,149</b>	<b>426,888</b>	<b>4,129,758</b>	<b>12,884,339</b>	<b>33,755,079</b>
----------------------------	----------------	------------------	-------------------	----------------	----------------	------------------	-------------------	-------------------

Assets under construction represents value of plant and machinery in progress. On completion, the assets will be capitalized and subsequently depreciated.

None of the Property, Plant and Equipment are specifically pledged as security or collateral

The write off relates to the demolished squash court

\*\* Transfer represents asset that were capitalised from Asset under Construction during the year

Depreciation expenses charged as follows: N' 000

Cost of Sales (Note 7.1)	3,975,883
Administrative expenses (Note 7.2)	66,910
<b>Total</b>	<b>4,042,793</b>

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 19 Property, plant and equipment (continued) Year 2022

	Land N'000	Building N'000	Plant and Machinery N' 000	Furniture fittings and equipment N' 000	Motor Vehicles N' 000	Furnaces N' 000	Assets under		Total N' 000
							Construction	Construction	
<b>Cost:</b>									
At 1 January 2022	168,540	2,666,346	26,802,764	415,526	1,087,567	11,379,967	1,528,283		44,048,993
Additions	-	688,465	1,639,945	60,937	78,838	93,096	3,398,080		5,959,361
Disposals	-	(2,135)	(21,527)	(2,515)	(29,274)				(55,451)
Transfers *	-	412,058	797,927	30,130	91,360		(1,331,475)		-
<b>At 31 December 2022</b>	<b>168,540</b>	<b>3,764,734</b>	<b>29,219,109</b>	<b>504,078</b>	<b>1,228,492</b>	<b>11,473,064</b>	<b>3,594,888</b>		<b>49,952,903</b>

#### Accumulated depreciation and impairment loss:

At 1 January 2022	-	897,114	14,498,155	289,771	734,795	5,117,504	-		21,537,339
Charge for the year	-	98,577	2,479,508	48,636	165,995	1,324,516	-		4,117,232
On disposals	-	(1,452)	(14,028)	(1,944)	(28,449)	-	-		(45,874)
<b>At 31 December 2022</b>	<b>-</b>	<b>994,239</b>	<b>16,963,635</b>	<b>336,462</b>	<b>872,341</b>	<b>6,442,020</b>	<b>-</b>		<b>25,608,698</b>

#### Net book value:

<b>At 31 December 2022</b>	<b>168,540</b>	<b>2,770,495</b>	<b>12,255,474</b>	<b>167,616</b>	<b>356,151</b>	<b>5,031,044</b>	<b>3,594,888</b>		<b>24,344,205</b>
----------------------------	----------------	------------------	-------------------	----------------	----------------	------------------	------------------	--	-------------------

Assets under construction represents value of plant and machinery in progress. On completion, the assets will be capitalized and subsequently depreciated.

None of the Property, Plant and Equipment are specifically pledged as security or collateral

\* Transfer represents asset that were capitalised from Asset under Construction during the year

Depreciation expenses charged as follows: N' 000

Cost of Sales (Note 7.1)	4,068,611
Administrative expenses (Note 7.2)	48,636
<b>Total</b>	<b>4,117,247</b>

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 20 Right-of-Use asset

Company as a lessee

The Company has lease contracts for rented guest houses. Leases of guest houses generally have lease terms between 1 and 2 years.

The Company has certain leases of warehouses and guesthouses with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Building	
	2023	2022
	₦'000	₦'000
As at 1 January	51,025	46,806
Additions	153,749	164,161
Depreciation charged	(164,922)	(159,942)
<b>As at 31 December</b>	<b>39,852</b>	<b>51,025</b>

There were no lease liabilities as at 31 December 2023 (2022: Nil) as all lease payments are prepaid.

	2023	2022
	₦'000	₦'000
Depreciation expense of right-of-use assets (Note 7.2)	164,922	159,942
Expense relating to short-term leases (included in Admin and Selling expenses)	170,556	260,380
<b>Total amount recognised in profit or loss</b>	<b>335,478</b>	<b>420,322</b>

The Company had total cash outflows for leases of N153.75Mn in 2023. (2022: 164.16Mn)

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 21 Deferred tax liabilities

	31 December 2023 N'000	31 December 2022 N'000
The movement in deferred tax is as follows:		
At 1 January	3,538,605	3,584,963
Changes during the year:		
- Charged / (credit) recognised in tax expense in profit or loss (Note 11)	289,866	(46,358)
<b>At 31 December</b>	<b>3,828,471</b>	<b>3,538,605</b>
	<b>31 December 2023 N'000</b>	<b>31 December 2022 N'000</b>
Deferred Tax Assets	(436,453)	(481,543)
Deferred Tax Liabilities	4,264,924	4,020,148
<b>Net Deferred Tax Liabilities</b>	<b>3,828,471</b>	<b>3,538,605</b>

#### Deferred tax relates to the followings:

	Statement of Financial Position		Statement of Profit or loss	
	2023 N'000	2022 N'000	2023 N'000	2022 N'000
Accelerated depreciation for deferred tax purpose	(4,264,924)	(4,020,148)	244,776	42,367
Cash and Trade receivable - unrealised exchange gain	(3,388,001)	58,463	3,446,464	(52,007)
Trade and other payable - unrealised exchange loss	3,441,403	198,895	(3,242,508)	(93,141)
Trade and other receivables - impairment loss	199,003	12,158	(186,845)	16,124
Inventory - write down and other provisions	184,048	212,027	27,979	40,299
<b>Total</b>	<b>(3,828,471)</b>	<b>(3,538,605)</b>	<b>289,866</b>	<b>(46,358)</b>

#### 22 Trade and other payables

	31 December 2023 N'000	31 December 2022 N'000
Trade payables	14,448,407	7,539,734
Contract liabilities	972,735	425,474
Social security and transaction taxes	608,750	983,391
Liability arising from financial guarantee (Note 30)	185,158	-
Accrued expenses and other payables	5,645,652	4,396,645
Amounts due to related parties (Note 29d)	1,397,053	605,158
	<b>23,257,755</b>	<b>13,950,402</b>

The Contract liabilities represents short- term advances received from customers to supply glass bottles. More customers paid in advances in 2023

- 22.1 Social security and transaction taxes includes Value Added Tax, Withholding taxes, Pay As You Earns taxes and Pension liabilities
- 22.2 Accrued expenses and other payables represent energy expenses accrued, accrued transport cost, employee bonus accrued and raw material purchases accrual etc as at year end.

All trade payables are due within twelve (12) months.



RC 13215

betaglass Plc Annual Report 2023

**Notes to the Audited Financial Statements (Cont'd)**

For the Year Ended 31 December 2023

**22 Trade and other payables (continued)**

	31 December 2023	31 December 2022
	N'000	N'000
<b>22.3 Financial liabilities includes:</b>		
Trade payables	14,448,407	7,539,734
Liability arising from financial guarantee (Note 22.4)	185,158	-
Amounts due to related parties (Note 29d)	1,397,053	605,158
	<b>16,030,618</b>	<b>8,144,892</b>

22.4 Set out below is the movement in liability arising from financial guarantee:

	31 December 2023	31 December 2022
	N'000	N'000
<b>Liability arising from financial guarantee</b>		
<b>At 1 January</b>	-	-
Provision during the year	185,158	-
<b>As at 31 December</b>	<b>185,158</b>	-

**23 Current income tax**

	31 December 2023	31 December 2022
	N'000	N'000
The movement in current income tax is as follows:		
At 1 January	2,432,315	576,145
Provision for the year (Note 11)	2,713,237	2,352,121
Payment during the year	(2,060,190)	(448,613)
Withholding Tax Credit Utilised	(155,357)	(47,338)
<b>At 31 December</b>	<b>2,930,005</b>	<b>2,432,315</b>

**24 Dividend payable**

	31 December 2023	31 December 2022
	N'000	N'000
At 1 January	161,983	141,220
Dividend declared during the year	701,961	549,969
Dividend paid during the year relating to prior year (Note 27)	(701,961)	(549,969)
Unclaimed dividend returned	22,649	21,250
Statute barred unclaimed dividend transferred to retained earnings	(1,394)	(487)
<b>At 31 December</b>	<b>183,238</b>	<b>161,983</b>
Dividend per share (Naira)	1.17	1.10

Unclaimed dividend returned relates to dividend declared but not claimed for a period of 15 months and above. Unclaimed dividend over 12 years become statute barred in accordance with section 432 of Companies and Allied Matters Act (CAMA) 2020 and transferred to retained earnings. Federal Government of Nigeria (FGN) is yet to issue guidelines on the transfer of unclaimed dividend to Unclaimed Funds Trust Fund in line with Finance Act 2020.



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 25 Issued Share Capital and Share Premium

	31 December 2023 N'000	31 December 2022 N'000
25.1 Allotted, called up and fully paid:		
At 1 January	299,983	299,983
		-
599,966,400 ordinary shares of 50k each	<b>299,983</b>	<b>299,983</b>

	31 December 2023 Number of Shares	%	31 December 2022 Number of Shares	%
Frigoglass Industries (Nigeria) Limited	371,269,358	61.88%	371,269,358	61.88%
Frigoinvest Holdings BV	-	-	48,999,757	8.17%
Frigoinvest Nigeria Holding BV	48,999,757	8.17%	-	-
Stanbic IBTC Nominees Nigeria Limited	37,378,137	6.23%	37,610,191	6.27%
Delta State Ministry of Finance Incorporated	26,709,740	4.45%	26,709,740	4.45%
Others	115,609,408	19.27%	115,377,354	19.23%
	<b>599,966,400</b>	<b>100%</b>	<b>599,966,400</b>	<b>100%</b>

Frigoinvest Holdings BV transferred its shares to Frigoinvest Nigeria Holdings BV during the year.

### 25.2 Share premium

	31 December 2023 N'000	31 December 2022 N'000
Share premium	312,847	312,847

Share premium arose from share issue at a rate above the nominal value of ordinary shares.

### 26 Other reserves

	N'000
At 31 December 2023	2,429,942
At 31 December 2022	2,429,942

Other reserves represents furnace rebuilt reserve set aside from retained earnings in previous years and the amount is not available for distribution to the equity holders of the Company.



RC 13215

betaglass Plc Annual Report 2023

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 27 Retained earnings

	31 December 2023 N'000	31 December 2022 N'000
At 1 January	43,220,578	39,134,643
Dividend declared & paid during the year relating to prior year (Note 24)	(701,961)	(549,969)
Total comprehensive income for the year, net of taxation	6,442,223	4,685,414
Bonus Issued from retained earnings	-	(49,997)
Statute barred dividend returned (Note 24)	1,394	487
<b>At 31 December</b>	<b>48,962,234</b>	<b>43,220,578</b>

### 28 Cash generated from operating activities

	31 December 2023 N'000	31 December 2022 N'000
<b>Profit before taxation</b>	<b>9,445,326</b>	<b>6,991,177</b>
<b>Adjustment for:</b>		
Depreciation of property, plant and equipment (Note 19)	4,042,793	4,117,232
Depreciation of Right-of-use asset (Note 20)	164,922	159,942
Amortisation of intangible assets (Note 14)	4,212	4,417
Profit on disposal of property, plant and equipment (Note 8)	(11,232)	(132,828)
Interest income (Note 10.1)	(1,453,508)	(765,612)
Interest expense (Note 10.2)	2,117,688	630,710
Net unrealised exchange difference-financing (Note 9.1)	478,607	1,255,324
Net unrealised exchange difference-others( Note 9.1)	(1,018,060)	(463,454)
Allowance for expected credit losses Others (Note 7.4)	500,448	27,941
<b>Changes in working capital:</b>		
Increase trade and other receivables *	(2,006,608)	(11,247,443)
Increase in inventories	(8,126,152)	(438,052)
Increase in trade and other payables	9,307,353	2,097,007
<b>Cash generated from operations</b>	<b>13,445,789</b>	<b>2,236,358</b>
<b>Reconciliations:</b>		
* Increase in trade and other receivables	(2,368,863)	(10,654,989)
Less: Withholding tax utilised	(155,357)	(47,338)
Less: Trade and other receivable Impairment allowances during the year	(500,448)	(27,941)
Less: Exchange difference excluding cash related difference	1,018,060	(517,175)
<b>Increase in trade and other receivables for cash flow purpose</b>	<b>(2,006,608)</b>	<b>(11,247,443)</b>



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

### For the Year Ended 31 December 2023

#### 29 Related parties

The Company is a member of the Frigoglass group and is thus related to other subsidiaries of the Company through common shareholdings. Transactions arising from dealings with related parties are as detailed below.

The Company is controlled by Frigoglass Industries Nigeria Limited which holds 61.9% (2022- 61.9%) of the Company's issued ordinary shares. The remaining 38.1% of the shares are widely held. The ultimate holding company is Frigo Debtco Plc (incorporated in United Kingdom). Frigo Debtco Plc became the ultimate holding company after restructuring of the group in April 2023. Please refer to disclosure on guarantee in note 30.

The following companies are related parties of Beta Glass Plc:

Frigo Debtco Plc - Ultimate parent and ultimate controlling party.

Frigoglass Industries (Nigeria) Limited - Parent company

Frigoinvest Holdings BV - First Intermediate parent company

Frigoinvest Nigeria Holdings BV - Intermediate parent company

Frigoglass Finance B.V. - Subsidiary of Frigoinvest Holding BV

Frigoglass Global Limited- Subsidiary of Frigoinvest Nigeria Holdings BV

Frigoglass Services Single Member SA- Subsidiary of Frigoinvest Holding BV

A.G. Leventis Nigeria Limited- Associate company with two common directors and common indirect shareholders

Nigerian Bottling Company Limited - Shareholder with power to participate in the operating and financial decisions of the parent Company of Beta Glass Plc

#### a Remuneration of key management personnel

Key management personnel includes the Board of directors (executive and non executive) and members of the Executive Committee . The compensation paid or payable to key management for employee services is shown below:

	31 December 2023	31 December 2022
	N'000	N'000
Short term benefits (Note 13d)	57,930	48,843
Amount paid to the highest paid Director	8,644	8,615
Amount paid to Chairman	8,644	8,615

#### b The number of directors of the Company based on range emolument is as below:

	31 December 2023	31 December 2022
	Number	Number
N1,000,000 - N6,000,000	1	2
N6,000,001 - N10,000,000	5	4
	6	6
Directors with no emoluments	3	3

Directors with no emoluments waived their right to receive remuneration from the Company.

#### c Transactions with related parties

The following transactions took place between the Company and its related parties during the year:

#### c(i) Sales of goods and services

	2023	2022
	N'000	N'000
Sales of goods:		
Nigerian Bottling Company Limited	12,695,972	7,492,630
	<b>12,695,972</b>	<b>7,492,630</b>

Goods are sold based on the price list in force and credit period ranges from 30 to 75 days. Accordingly, they are at arms' length.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 29 Related parties (continued)

#### c Transactions with related parties (continued)

##### c (ii) Purchases of goods and services

	2023 N'000	2022 N'000
<b>Purchase of services:</b>		
Frigoglass Global Limited	2,028,700	1,752,477
Frigoglass S.A.I.C.	41,499	297,768
Frigoglass Services Single Member SA	267,220	-
A.G. Leventis Nigeria Limited	1,945,498	1,079,170
	<b>4,282,917</b>	<b>3,129,415</b>

The transaction with Frigoglass Global limited was for the supply of technical know-how to Beta Glass Plc. The know-how fee represents 3% of net sales as approved by the National Office for Technology Acquisition and Promotion (NOTAP) certificate number 007753 with maturity profile of three (3) years from 01 January 2022 to 31 December 2024. Also included in the know-how fee for the year is Value Added Tax (VAT) at 7.5% (2021: 7.5%). The transaction with Frigoglass Service Single member SA (Services formerly provided by Frigoglass S.A.I.C.) is for the management services rendered. The services fee represents 3% of Profit before tax (PBT) as approved by NOTAP certificate number 007571 for three (3) years from 01 January 2021 to 31 december 2023. The transactions with A.G. Leventis Nigeria Limited were for rent of residential building, supply of haulage services and secretariat services. Purchases of goods and services are at prices comparable to those obtainable from independent third parties. Frigoglass S.A.I.C. has novated the contract in the management service agreement and Frigoglass Services Single Members SA has assumed the performance of the service in line with the Novation agreement effective from 27th April 2023. Frigoglass S.A.I.C. is no longer a related party after the group restructuring on 27th April 2023.

#### d Due to related companies

This represents the balance due to related parties stated below as at year end:

		31 December 2023 N'000	31 December 2022 N'000
	<b>Description</b>		
Frigoinvest Holdings B.V.	Purchase of services	348,352	-
Frigoglass Services Single Member SA.	Purchase of services	512,354	-
Frigoglass Global Limited	Purchase of services	472,654	415,941
Frigoglass SAIC	Purchase of services	-	189,217
A.G. Leventis Nigeria Limited	Purchase of services	63,693	-
		<b>1,397,053</b>	<b>605,158</b>

Payable to Frigoglass S.A.I.C has been transferred to Frigoinvest holdings BV in accordance with the agreement as part of the group restructuring. Frigoglass S.A.I.C. is no longer a related party with effect from 27th April 2023.

#### e Due from related companies

This represents the balance due from related parties stated below as at year end:

		31 December 2023 N'000	31 December 2022 N'000
	<b>Description</b>		
Frigoglass Industries (Nigeria) Limited	Payments made by Beta Glass Plc on behalf of Frigoglass Ind.(Nig.) Limited	316,128	
Nigerian Bottling Company Limited	Sales of Bottles and purchase of cullet	2,774,297	3,540,649
Frigoglass Industries (Nigeria) Limited	Intercompany treasury balances	13,368,131	6,771,783
A.G. Leventis Nigeria Limited	Purchase of services	-	14,987
		<b>16,458,556</b>	<b>10,327,419</b>

The receivables from related parties arise mainly from sale transactions, intercompany treasury balances and payments on behalf of other related companies with short term settlement period. The receivables are unsecured in nature and bear no interest except for treasury balances. There is impairment provisions amounting to N246.3 million (2022: N64.9 million).

The payables to related parties arise mainly on purchases and services from related parties with short term settlement period/ or payable on demand. The payables bear no interest.



RC 13215

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 30 Contingent liabilities

#### **Legal proceedings**

The company is presently involved in five (5) litigations as at 31 December 2023 (December 2022: four (4)). The claims against the Company from the suits amount to N7.56 billion (31 December 2022: N7.61 billion) as of reporting date. No provision has been made for these claims as no judgement has been delivered. Based on the legal advice, the Company believes that no significant loss will eventuate.

#### **Guarantee**

On 12 February 2020, Frigoglass Finance B.V. ("FF B.V.") issued €260.0 million in aggregate principal amount of 6.875% senior secured notes due 2025 (the "2025 Notes"). The 2025 Notes were guaranteed on a senior secured basis by Frigoglass S.A.I.C., Beta Glass Plc, Frigoglass Industries (Nigeria) Limited and certain other subsidiaries of the Frigoglass Group (the "2025 Notes Guarantors") and secured by certain assets of FF B.V. and certain assets of the 2025 Notes Guarantors. The 2025 Notes were secured by, inter alia, a pledge over the shares of Frigoglass Industries (Nigeria) Limited and Beta Glass Plc held by Frigoinvest Holdings B.V. ("FH B.V.") (the "Nigeria Share Pledge"). The aggregate amount of the secured obligations in respect of the Nigeria Share Pledge was limited to €175.0 million. The 2025 Notes have been cancelled as part of the Transaction (as defined below).

On 5 December 2022, a committee of the holders of the 2025 Notes that represented 56.9% of the principal amount of the 2025 Notes (such committee, the "Noteholder Committee"), provided to the Frigoglass Group €35 million in aggregate principal amount of Fixed Rate Super Senior Secured Notes due 2023 (the "Initial Bridge Notes"), with the ability, subject to agreement between the parties, to tap an additional aggregate amount of €20 million through two tranches of equal amount (the "Additional Bridge Notes" and together with the Initial Bridge Notes, the "Bridge Notes"), as further set out below. In addition to funding the Initial Bridge Notes, the Noteholder Committee agreed to support a recapitalization and restructuring transaction in order to provide stability to the Frigoglass Group's operations. The Additional Bridge Notes of €20 million aggregate principal amount were issued on 20 January 2023 and 3 February 2023, following the respective subscription agreements and the extension of the maturity dates of the Bridge Notes. The €55 million Bridge Notes were used by the Frigoglass Group, inter alia, to finance capital expenditures and general corporate purposes. The Bridge Notes were guaranteed on a senior secured basis by Frigoglass S.A.I.C., Beta Glass Plc, Frigoglass Industries (Nigeria) Limited and certain other subsidiaries of the Frigoglass Group (the "Bridge Note Guarantors").

In addition to the above, the Noteholder Committee and certain entities of the Frigoglass Group (FH B.V. and FF B.V.), entered into a lock-up agreement (as amended from time to time) (the "Lock-up Agreement") pursuant to which the parties committed to provide support to implement the Transaction.

The final maturity date of the Bridge Notes was on 28 February 2023. FH B.V. and FF B.V., as issuers of the Bridge Notes, did not repay the principal amount of and any accrued interest related to the Bridge Notes, which was due and payable on 28 February 2023. This constituted an Event of Default (as defined in the trust deed) under the trust deed governing the Bridge Notes and such Event of Default was required to commence the implementation of the Transaction, as further described below.

On or about 6 March 2023, Frigoglass S.A.I.C. reached an agreement with the Noteholder Committee with the support of its major indirect shareholder, Truad Verwaltungs A.G., for a consensual recapitalization and restructuring (the "Transaction") of the group of companies (i.e., FH B.V. and its subsidiaries) which was controlled at that time by Frigoglass S.A.I.C.

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 30 Contingent liabilities (continued)

#### *Guarantee (continued)*

By 24 March 2023, Noteholders representing over 95% of the aggregate principal amount of the 2025 Notes elected to accede to the Lock-up Agreement and support the Transaction.

Following the Event of Default under the trust deed governing the Bridge Notes, the Noteholder Committee commenced the implementation of the Transaction by enforcing the pledge over the shares of FH B.V, which was completed on 27 April 2023 (the "Implementation Date"). On the Implementation Date, ownership of FH B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc. Frigo DebtCo plc is a company registered in England and Wales (registered number 14707701) whose registered office is at Portman House 3rd Floor, 2 Portman Street, London, United Kingdom, W1H 6DU. 85% of the share capital of Frigo DebtCo plc is held by Frigo NewCo 1 Limited, a private liability company incorporated in England and Wales. 95% of the share capital of Frigo NewCo 1 Limited has been distributed pro rata to the holders of the 2025 Notes with the remaining 5% of the share capital distributed to the holders of the 2025 Notes who elected to purchase New Super Senior Notes (as defined below).

The remaining 15% of the share capital of Frigo DebtCo plc is held by Frigoglass S.A.I.C., a company incorporated in Greece and listed on the Athens Stock Exchange.

Finally, the Transaction involved a number of inter-conditional components which resulted in changes to Frigoglass

Group's debt capital structure on completion on the Implementation Date including:

- 1.) Issuance of new first lien senior secured notes in the amount of €75 million (the "Senior Secured Notes") (with an uncommitted ability to issue in total up to an additional €30 million under the indenture governing the New Senior Secured Notes) by Frigo DebtCo plc. The Senior Secured Notes mature on 27 April 2026.
- 2.) Issuance of new second lien senior secured notes in the amount of €150 million (the "Reinstated Notes") by Frigo DebtCo plc, following the restructuring of the 2025 Notes. The Reinstated Notes mature on 27 April 2028.

As a result of the Transaction the 2025 Notes were cancelled. The Bridge Notes have been repaid in full. Beta Glass Plc, Frigoglass Industries (Nigeria) Limited and certain other entities of the Group have been discharged from the obligations and guarantees stemming from the 2025 Notes and the Bridge Notes.

The Senior Secured Notes and Reinstated Notes are guaranteed on a senior secured basis by Frigoinvest Holdings B.V., Beta Glass Plc, Frigoglass Industries (Nigeria) Limited and certain other subsidiaries of the Frigoglass Group (the "New Notes Guarantors"). The Senior Secured Notes and Reinstated Notes are also secured by certain assets the New Notes Guarantors and share pledges.

As part of the undertakings in connection with the Transaction, on 30 May 2023, a reorganization involving, inter alia, Frigoinvest Holdings B.V., Frigoinvest Nigeria Holdings B.V., Frigoglass Industries (Nigeria) Limited, Beta Glass plc and Frigoglass Global Limited was implemented for the transfer by Frigoinvest Holdings B.V. of all shares held by it (directly and/or indirectly) in of each of Frigoglass Industries (Nigeria) Limited, Beta Glass plc and Frigoglass Global Limited to Frigoinvest Nigeria Holdings B.V., a newly formed entity in connection with the Transaction (the "Reorganization"). Following the



RC 13215

betaglass Plc Annual Report 2023

## Notes to the Audited Financial Statements (Cont'd)

For the Year Ended 31 December 2023

### 30 Contingent liabilities (continued)

#### **Guarantee (continued)**

Reorganization, the Nigeria Share Pledge has been released and there are currently no share pledges over the shares of Beta Glass plc held by Frigoinvest Nigeria Holdings B.V.

### 31 Commitments

At 31 December, 2023, the Company had commitment of N1.02 billion (2022: N1.19 billion) with a bank relating to purchase of raw materials and spare parts. Also had bond of N1.035 billion (2022: N656.17 million) for supply of gas with gas suppliers.

### 32 Events after reporting date

A dividend in respect of the year ended 31 December 2023 of N1.40 per share, amounting to a total dividend of N839,952,961 was proposed at the Board meeting held on 26th March 2024 and subject to approval at the Annual General Meeting.

There were no any other events after the reporting date which could have had a material effect on the state of affairs of the Company as at 31 December 2023 and on the profit for the year ended on that date which have not been adequately provided for or recognised."

### 33 Securities trading policy

In compliance with Rule 17.15 of the Nigerian Stock Exchange Amended Rules, the Company has a Securities Trading Policy in place which serves to guide its Directors, Management, Officers and related persons in dealing with its shares. All concerned are obliged to observe the provisions of the Regulations when dealing in the Company's shares and securities. The Company is not aware of any infringement of the policy during the period.

### 34 Compliance with regulatory bodies

Financial Reporting Council of Nigeria (FRCN) reviewed the Company's Financial Statements for the year ended 31 December 2022 and raised a demand for N15 million for aspect relating to International Financial Reporting Standards (IFRS). Based on the letter of appeal sent by management to the FRCN, it is assessed that outflow of economic benefit is currently not highly probable.

There was no penalty paid for non-compliance matters with respect to regulatory bodies for the year ended 31 December 2023 (31 December 2022: Nil).



RC 13215

**betaglass Plc** Annual Report 2023

## **Other National Disclosures**



RC 13215

betaglass Plc Annual Report 2023

## Value Added Statement

For the Year Ended 31 December 2023

	2023		2022	
	N'000	%	N'000	%
Revenue	62,905,451		54,340,363	
Finance income	2,083,975		1,240,761	
Other income	(262,771)		733,422	
Foreign exchange (loss)	1,793,567		(1,285,458)	
	66,520,223		55,029,088	
Bought in materials and services				
- Imported	(8,579,028)		(10,960,022)	
- Local	(37,316,405)		(28,228,833)	
	<b>20,624,790</b>	<b>100</b>	<b>15,840,233</b>	<b>100</b>
<b>Applied as follows:</b>				
		%		%
<b>To pay employees:</b>				
- Wages, salaries and other benefits	4,849,849	24	3,936,756	25
<b>To pay providers of capital:</b>				
- Finance cost	2,117,688	10	630,710	4
<b>To pay government:</b>				
- Income tax expense	2,713,237	13	2,352,121	15
<b>To provide for enhancement of assets and growth:</b>				
- Depreciation of plant, property and equipment	4,042,793	20	4,117,232	26
- Depreciation of right-of-use asset	164,922	1	159,942	1
- Amortisation of intangible assets	4,212	0	4,417	0
- Deferred tax (credit) / charged for the year	289,866	1	(46,358)	(0)
- Profit retained for the year	6,442,223	31	4,685,414	30
	<b>20,624,790</b>	<b>100</b>	<b>15,840,233</b>	<b>100</b>

The value added represents the wealth created through the use of the Company's assets by its own and its employees' efforts. This statement shows the allocation of wealth amongst employees, capital providers, government and that retained for future creation of wealth.

**Note: Value added statement is not a required disclosure under IFRS**



RC 13215

## betaglass Plc Annual Report 2023

**Five-Year Financial Summary**

	<b>2023</b> <b>N'000</b>	<b>2022</b> <b>N'000</b>	<b>2021</b> <b>N'000</b>	<b>2020</b> <b>N'000</b>	<b>2019</b> <b>N'000</b>
<b>Assets employed</b>					
Non-current assets	33,798,865	24,403,376	22,571,020	22,164,305	21,621,782
Current assets	73,053,033	51,541,176	40,541,390	31,799,329	30,458,580
Non-current liabilities	(3,828,471)	(3,538,605)	(3,584,963)	(1,961,617)	(2,489,711)
Current liabilities	(51,018,421)	(26,142,597)	(17,400,029)	(14,812,299)	(15,032,650)
<b>Net assets</b>	<b>52,005,006</b>	<b>46,263,350</b>	<b>42,127,418</b>	<b>37,189,718</b>	<b>34,558,001</b>
<b>Capital employed</b>					
Issued share capital	299,983	299,983	249,986	249,986	249,986
Share Premium	312,847	312,847	312,847	312,847	312,847
Other reserves	2,429,942	2,429,942	2,429,942	2,429,942	2,429,942
Retained earnings	48,962,234	43,220,578	39,134,643	34,196,943	31,565,226
<b>Total equity</b>	<b>52,005,006</b>	<b>46,263,350</b>	<b>42,127,418</b>	<b>37,189,718</b>	<b>34,558,001</b>
	<b>2023</b> <b>N'000</b>	<b>2022</b> <b>N'000</b>	<b>2021</b> <b>N'000</b>	<b>2020</b> <b>N'000</b>	<b>2019</b> <b>N'000</b>
Revenue	62,905,451	54,340,363	36,982,815	25,637,010	29,412,252
Profit before taxation	9,445,326	6,991,177	7,438,909	5,114,594	8,012,533
Income tax expense	(3,003,103)	(2,305,763)	(1,981,238)	(1,647,924)	(2,432,313)
Profit for the year	6,442,222	4,685,414	5,457,671	3,466,670	5,580,220
Other comprehensive income	-	-	-	-	-
<b>Income</b>	<b>6,442,222</b>	<b>4,685,414</b>	<b>5,457,671</b>	<b>3,466,670</b>	<b>5,580,220</b>
<b>Per share data</b>					
Earnings per share (Naira)	10.74	7.81	6.93	11.16	10.11
Net asset per share (Naira)	86.68	77.11	74.38	69.12	59.26

Earnings per share (EPS) is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding at the end of the reporting period.

Net assets per share is calculated by dividing net assets of the Company by the weighted average number of ordinary shares outstanding at the end of the reporting period.

**Note: Five year financial summary is not a required disclosure under IFRS**



RC 13215

**betaglass Plc** Annual Report 2023

## ( Contact )

### Beta Glass PLC

**Registered office**

Iddo House, Iddo, Lagos,  
PO Box 159, Lagos

Phone: +234 1 7740844,  
+234 1 2806700

Fax: +234 1 2806701

### Works

**Guinea Plant,**

KM 32, Lagos Badagry Express Road,  
Agbara Industrial Estate, Ogun State

**Delta Plant,**

KM 17, Warri-Patani Road, P.M.B 48,  
Ughelli, Delta State



RC 13215

## betaglass Plc Annual Report 2023

**(Proxy Form)**

**50<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD AT THE FEDERAL PALACE HOTEL, 6 - 8 AHMADU BELLO WAY, VICTORIA ISLAND, LAGOS ON WEDNESDAY 26 JUNE 2024 AT 12:00 NOON**

I/We \_\_\_\_\_ being member/members of Beta Glass PLC hereby appoint.

\_\_\_\_\_ or failing him, the Chairman of the meeting as my/our proxy to vote for me/us at the Annual General Meeting of the Company to be held on Wednesday, June 26, 2024 and at any adjournment thereof.

Shareholder's Signature \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

To be effective, the Form of Proxy should be duly stamped by the Commissioner for Stamp Duties and signed before posting it to the address shown overleaf not later than 48 hours before the time for holding the meeting.

S/N	Ordinary Resolutions	For	Against	Abstain
1.	To lay before the Meeting the Report of the Directors', the Audited Statements of Financial Position of the Company, together with the Statement of Comprehensive Income for the year ended 31st December 2023 and the Reports of the Auditors and the Audit Committee thereon			
2.	To declare a dividend			
3a.	To elect the following Directors: <ul style="list-style-type: none"> <li>• Mr. Gagik Apkarian</li> <li>• Mr. Vitus Chidiebere Ezinwa</li> <li>• Ms. Efundoyin Akinyanju</li> <li>• Ms. Oyinkan Adewale</li> <li>• Mr. Serge Joris</li> <li>• Mr. Vasileios Kararizos</li> </ul>			
3b.	To re-elect Mr. Emmanouil Metaxakis and Mrs. Clare Omatseye in accordance with the Company's Articles of Association.			
4.	To re-appoint Ernst & Young as the Auditors of the Company and authorize the Directors to fix their remuneration.			
5.	To elect members of the Statutory Audit Committee.			
6.	To disclose the remuneration of the Managers of the Company.			
	<b>SPECIAL BUSINESS:</b>			
7.	To approve the remuneration of the Directors.			
8.	To renew General Mandate for Related Party Transactions			

**Admission Form**

Please Admit

\_\_\_\_\_ to the Annual General Meeting of Beta Glass Plc. to be held at the Federal Palace Hotel, 6 - 9 Ahmadu Bello Way, Victoria Island, Lagos by proxies 12:00 noon on Wednesday 26 June 2024

Signature of the person attending

\_\_\_\_\_

**Notes:**

1. A member (shareholder) who is unable to attend the Annual General Meeting is allowed to appoint a Proxy to attend and vote instead of him/her.

The Proxy Form has been prepared to enable you to exercise your right to vote if you cannot personally attend the meeting.

2.. Shareholders are required to appoint a proxy of their choice from the list of nominated persons below:

Mr. Emmanouil Metaxakis  
Mrs. Clare Omatseye  
Mr. Gagik Apkarian  
Ms. Olufunmilola Adefope  
Mr. Darren Bennett-Voci

3. Please sign the Proxy if you are not attending the Meeting, have it duly stamped by the Commissioner for Stamp Duties, and post it so as to reach the Registrars Greenwich Registrars, 274, Murtala Mohammed Way, Yaba Lagos or oojomu@gtlregistrars.com\_ or the Company Secretary, DCSL Corporate Services Limited, 235, Ikorodu Road, Lagos not later than 48 hours before the time of holding the meeting.

4. This Admission Form must be produced by the Shareholder or his proxy in order to obtain entrance to the Annual General Meeting.

5. Shareholders or their Proxies are required to sign the Admission Form before attending the Meeting.

**DCSL Corporate Services Limited**  
(Company Secretaries)

The Proxy Form should not be completed and sent to the address overleaf if the member will be attending the Meeting.

Please indicate with an "x" in the appropriate square how you wish your votes to be cast on the resolution set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

**FOR COMPANY'S USE ONLY**

**Full Name and Address of Shareholder**

**Number of Shares held**



RC 13215

**betaglass Plc** Annual Report 2023

Please affix  
postage stamp

GREENWICH REGISTRARS & DATA SOLUTIONS LIMITED  
274 MURTALA MUHAMMED WAY,  
YABA, LAGOS





RC 13215

**betaglass Plc** Annual Report 2023

## Electronic Delivery Mandate Form

I, Chief/Mr/Mrs \_\_\_\_\_

of \_\_\_\_\_

hereby agree to the electronic delivery of Annual reports and other statutory documents of Beta Glass PLC by choosing the option below:

The Company should forward the materials to the following e-mail address:

Email address \_\_\_\_\_

Surname \_\_\_\_\_ First name \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Please fill and return the completed form to either:

**The Managing Director  
Greenwich Registrar and Data Solutions Limited  
274 Murtala Muhammed Way  
Alagomeji, Yaba  
Lagos.**

**OR**

**The Company Secretary  
DCSL Corporate Services Limited  
Akintola Williams Deloitte House  
235 Ikorodu Road  
Ilupeju  
Lagos.**



RC 13215

Affix  
Current  
Passport  
Photograph

# E-DIVIDEND MANDATE ACTIVATION FORM

Only Clearing Banks Are Acceptable

Date

DD MM YY

### Instructions

Please complete **all sections** of this form to make it eligible for processing and return to the address below:

**The Registrar**  
**Greenwich Registrars & Data Solutions Limited**  
**274 Murtala Muhammed Way, Yaba, Lagos**

### Bank Mandate Information

I\We hereby request that henceforth, all the Dividend Payment(s) due to me\us from my\our holdings in all the companies ticked at the right hand column be credited directly to my\our bank detailed below:

Bank Verification Number

Bank Name

Bank Account Number

TIN

Account Opening Date

DD MM YY

### Shareholders Account Information

Surname/ Company Name First Name Other Name(s)

Gender  M  F Date of Birth DD - MM - YY

Address

City State Country

Previous Address (if any)

CSCS Clearing House Number Email Address

Mobile Number (1) Mobile Number (2)

Shareholder's Signature 2<sup>nd</sup> Signatory (Joint/Company Accounts)

Company Seal (if applicable)

By signing above, the Grantee(s) consents that the Company may process the Grantee's personal data, including name, BVN, address, telephone number and any other relevant information/documentation provided during the course of this transaction. Also, the Data may also be disclosed to a third party for the purpose of processing the transaction.

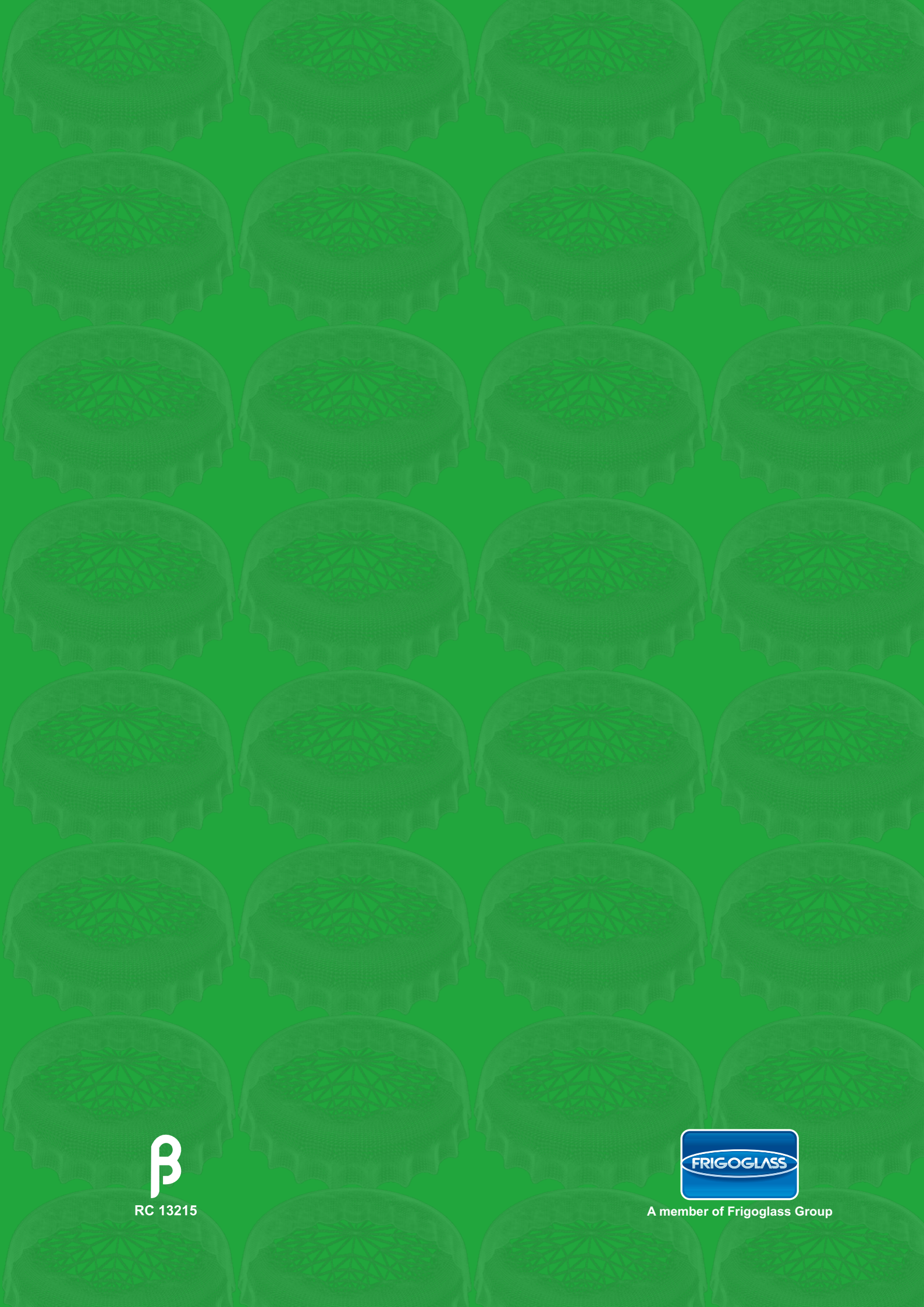
Tick	Company Name	Shareholders Account No.
<input type="checkbox"/>	11 PLC	
<input type="checkbox"/>	2LP Management Company Limited Series 1	
<input type="checkbox"/>	Abplast Products PLC	
<input type="checkbox"/>	Allianz Nigeria Plc (erstwhile Union Assurance Company Limited; Ensure Insurance)	
<input type="checkbox"/>	Aluminum Extrusion PLC	
<input type="checkbox"/>	Axxela Bond	
<input type="checkbox"/>	Beta Glass PLC	
<input type="checkbox"/>	Cashew Nuts Processing Industries PLC	
<input type="checkbox"/>	Chellarams PLC	
<input type="checkbox"/>	Christlieb PLC	
<input type="checkbox"/>	DANA Group of Companies PLC Series 1 & 2	
<input type="checkbox"/>	DN Tyre & Rubber PLC	
<input type="checkbox"/>	Ekiti State Bond Tranche 2	
<input type="checkbox"/>	Ekiti State Government Bond	
<input type="checkbox"/>	EKOCORP PLC	
<input type="checkbox"/>	Eterna PLC	
<input type="checkbox"/>	FAN Milk PLC	
<input type="checkbox"/>	General Telecoms PLC	
<input type="checkbox"/>	GlaxoSmithKline Nigeria PLC	
<input type="checkbox"/>	Global Biofuel Nigeria LTD	
<input type="checkbox"/>	Great Nigeria Insurance PLC	
<input type="checkbox"/>	Greenwich Alpha ETF	
<input type="checkbox"/>	Greenwich Money Market Fund	
<input type="checkbox"/>	Ikeja Hotels PLC	
<input type="checkbox"/>	Impresit Bakolori PLC	
<input type="checkbox"/>	Industrial & General Insurance PLC	
<input type="checkbox"/>	IPWA PLC	
<input type="checkbox"/>	John Holts PLC	
<input type="checkbox"/>	Julius Berger Nigeria PLC	
<input type="checkbox"/>	Kajola Integrated & Investment Company PLC	
<input type="checkbox"/>	Lennard Nigeria PLC	
<input type="checkbox"/>	Local Contractors Receivables Bond Tranche 1, 2 & 3	
<input type="checkbox"/>	Meyer PLC	
<input type="checkbox"/>	Municipality Waste Management Contractors Limited Series I, II & III	
<input type="checkbox"/>	Nestle Nigeria PLC	
<input type="checkbox"/>	Nigeria Cement Company PLC	
<input type="checkbox"/>	Nigeria Entertainment Fund	
<input type="checkbox"/>	Nigerian Enamelware PLC	
<input type="checkbox"/>	Nigerian Lamp & Industries	
<input type="checkbox"/>	Nigerian Wire & Cable PLC	
<input type="checkbox"/>	Nova Bond Series I	
<input type="checkbox"/>	Okitipupa Oil Palm PLC	
<input type="checkbox"/>	Oluwa Glass Company	
<input type="checkbox"/>	Primerio BRT Securitization SPV	
<input type="checkbox"/>	Studio Press Nigeria PLC	
<input type="checkbox"/>	Sush SPV Bond II	
<input type="checkbox"/>	The Tourist Company of Nigeria PLC	
<input type="checkbox"/>	Tripple Gee & Company PLC	
<input type="checkbox"/>	Unilever Nigeria PLC	
<input type="checkbox"/>	Union Homes REITS	
<input type="checkbox"/>	Union Homes Savings & Loans PLC	
<input type="checkbox"/>	University Press PLC	
<input type="checkbox"/>	Wema Bank PLC	
<input type="checkbox"/>	Wema Funding SPV Plc Bond Series I & II	

In consideration of your instruction to Greenwich Registrars & Data Solutions Limited (GRDS) via this Form, to pay all your dividends into the Bank Account provided in this Form, you hereby agree by signing this Form, to indemnify GRDS and person(s) acting on GRDS instructions against all liabilities, costs, expenses, damages and losses suffered or incurred by GRDS in connection with any threatened, pending or completed or future action, suit or proceeding, claim, whether civil, criminal, administrative, or investigative (including an action by or in the rights of any related or third party or lawful assigns) to which GRDS is, was or at any time becomes a party, or is threatened to be made a party, by reason of the fact that GRDS paid your dividends into the Bank Account provided in this Form.

**THIS SERVICE COSTS N150.00 PER APPROVED MANDATE, PER COMPANY**

**B** betaglass  
MEMBER OF FRIGOGLOSS GROUP  
DELTA PLANT





RC 13215



A member of Frigoglass Group